X-MEN/AVENGERS

ONSLAUGHT

MARVEL

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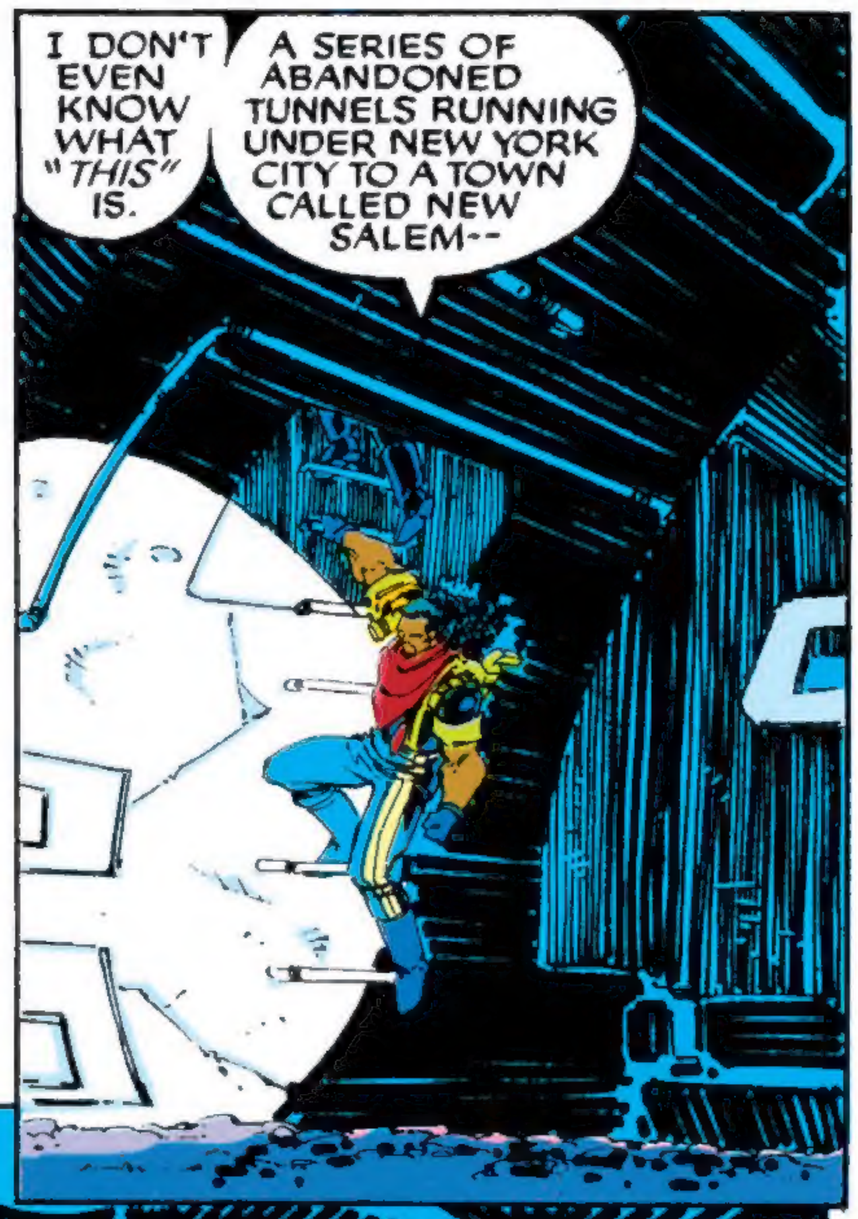


... AND THERE'S NOT A MUTANT ALIVE CAPABLE OF OUT-RUNNING THE *FORGE-3000!*

ONCE IT'S LOCKED ONTO THE TARGET'S *DNA CODE--*

--OUR RENEGADE HEIR BECOMES JUST ANOTHER PRISONER.

MY--

--FATHER WILL HEAR OF THIS.

OF THAT YOU CAN BE--

--CERTAIN.

12

ALEX?!

CABLE... ANYONE?!

DON'T EVEN KNOW TRANSMISSION BEING RECEIVED?

TAKEN TOTAL

TAKEN TOTALLY UNAWARE! BOTH TEAMS AND

DECIMATED! MANSION SECURITY WAS DEACTIVATED

ACTIVATED... ACTIVATED... DEACTIVATED FROM WITHIN!

--BETRAYED BY ONE OF OUR OWN!

JEAN GREY?

BISHOP, IS IT *POSSIBLE?*

COULD WE HAVE STUMBLED ON TO--

--THE *WAR ROOM* OF--

--THE X-MEN?

PROFESSOR XAVIER--

--WAS THE FIRST TO DIE.

ONLY ONE LEFT... POWER'S NEGATED.

OUR OWN FAULT, REALLY-- SHOULD NEVER HAVE TRUSTED

WE KNEW SO LITTLE ABOUT--

BRBAM!

YOU?! MAY HAVE KILLED THE X-MEN...

NO!

FOR YEARS, SCHOLARS ASSUMED THE HIDDEN SANCTUM HELD THE SECRETS OF THE PAST!

BUT THIS TAPE ONLY POSES MORE QUESTIONS THAN IT ANSWERS!

THE FIRST AMONG THEM--

--WHO KILLED PROFESSOR CHARLES XAVIER?!

...BUT THE DREAM WILL NEVER...!

BRRRZRATZ!

...DIE?

PREVIOUSLY...

Decades in the future, while pursuing the fugitive Trevor Fitzroy, mutant policeman Bishop stumbled across a disturbing recording — one that showed the X-Men's betrayal and murder! Fitzroy escaped and fled back in time to the present, where he soon clashed with the energy vampire Selene. Following Fitzroy, Bishop arrived in the present as well, and eventually joined the X-Men. He suspected Gambit of being the traitor — but the truth would be far more terrifying.

Months ago, during a savage conflict on Magneto's space station, the master of magnetism used his powers to rip the Adamantium off of Wolverine's skeleton. Horrified, Professor X reacted by crossing a line he swore he never would — and wiped Magneto's mind clean! Weeks later, several refugees from the dystopian "Age of Apocalypse" timeline used the M'Kraan Crystal to escape into the Marvel Universe: the villainous Holocaust, son of Apocalypse; the amoral Dark Beast, counterpart of the X-Men's own Beast; and Nate Grey, the "X-Man," an immensely powerful teenage version of Cable — so powerful, in fact, that he accidentally resurrected Cyclops' late wife Madelyne Pryor, and literally pulled Professor X's astral form into the physical world during an early altercation.

In the weeks that followed, Rogue left the X-Men, her relationship with Gambit on shaky ground. Holocaust destroyed Magneto's space station, sending the comatose villain and his Acolytes hurtling towards Earth. Holocaust then allied with the Hellfire Club's Sebastian Shaw, while the resurrected Madelyne fell in with Selene. Now distrustful of Xavier and his pupils, Nate befriended Threnody, a death-energy-absorbing mutant on the run from her former employer, mad geneticist Mr. Sinister. Meanwhile, Archangel and Psylocke left the X-Men to heal from severe injuries inflicted by Sabretooth, and to adjust to Psylocke's miraculous cure courtesy of the mystical Crimson Dawn. Dark Beast kidnapped and brainwashed Havok, leader of the government-run mutant strike team X-Factor — and then imprisoned and impersonated the real Beast, hiding from Mr. Sinister amongst the X-Men.

Elsewhere, after a battle with Nate Grey and the villainous Exodus, Cable began losing control of the Techno-Organic virus that Apocalypse had infected him with as an infant. Raised in the future by the Askani clan, Cable had returned to the present as an adult with a mission to destroy Apocalypse…however, Cable's adopted son Tyler came to believe he was Apocalypse's heir. Naming himself Genesis, Tyler ravaged Cable's ally Grizzly's mind, sending him on a rampage and forcing Domino to kill him. Tyler then fought a brutal battle against Wolverine, which left Tyler dead and Wolverine mutated into a savage, animalistic state. Wolverine soon began to meditate with the ninja Elektra, but feared that his humanity might be lost forever.

And through all this upheaval, a mysterious new villain named Onslaught loomed in the shadows.

The X-Men first became aware of Onslaught when they found the Juggernaut thoroughly defeated, muttering the villain's name. Juggernaut was soon exiled to another dimension by mysterious agents who claimed that he knew too much. Onslaught's mystery grew when two Sentinel production facilities were found stripped bare, the villain's name scrawled across the walls. Later, Generation X's Chamber was briefly abducted by Onslaught — and although he was returned unharmed, his memory of the villain's face had been erased. The X-Men were then attacked by Onslaught's vassal, the man called Post. His defeat took a tremendous effort — and Onslaught materialized for the first time, warning the X-Men that this was only the beginning.

Many other heroes were undergoing extreme changes at this time. The Avengers had seen several recent shakeups: Iron Man, seemingly dead, had been replaced by a teenaged Tony Stark from another timeline. The Wasp mutated into an insect-like form. And Thor, searching for the missing gods of Asgard, had found only former ally Red Norvell — and his father Odin, somehow now living as a homeless drunk.

Meanwhile, the Fantastic Four discovered that the Human Torch's wife, Alicia Masters, was actually a Skrull spy named Lyja! They rescued the real Alicia, but Lyja remained in the Torch's life. Scott Lang, the former Ant-Man, and Kristoff Vernard, a boy programmed with Dr. Doom's memories, also came to live with the team. And young Franklin Richards was abducted into the timestream by his grandfather Nathaniel. Franklin returned as a teenager called Psi-Lord, and joined the team known as Fantastic Force. Eventually, further time travel erased Psi-Lord's timeline and brought young Franklin home to his parents.

The Punisher was manipulated into seemingly killing Nick Fury, leaving Cable's ally G.W. Bridge in charge of S.H.I.E.L.D.'s Mutant Affairs division. The Hulk, caught in a massive gamma explosion and believed dead by the world, grudgingly allied with time-traveler Janis Jones. Phil Urich, nephew of Daily Bugle reporter Ben Urich, found a stash of the Green Goblin's equipment and took on the villain's identity, becoming a crimefighter.

And Spider-Man's world was turned upside down when his Aunt May seemingly died — and his clone resurfaced after five years! Having named himself Ben Reilly, the clone had recently been manipulated into believing that he was the original Peter Parker. Peter, who had similarly been tricked into thinking that he was the clone, decided to retire and focus on his pregnant wife Mary Jane. With his spider-powers on the fritz after a lab accident, Peter hung up the webs — and Ben, dying his hair blond and starting a new life for himself in New York, became the new Spider-Man!

And as Onslaught observed the chaos in the super hero community, he knew his time was nigh…

MARVEL® COMICS

X-MEN®

JUN. '96 32

CABLE®

APPROVED BY THE COMICS CODE AUTHORITY

THE ASKANI'SON™ & DOMINO™ --

--ON THE PATH OF ONSLAUGHT™!

LEONARDI & CAMPBELL

PAIN.

IN MATTERS OF THE HEART...

... MIND...

... AND BODY...

... FEW PEOPLE HOLD AS MUCH INSIDE AS THIS WARRIOR FROM THE FUTURE.

NATHAN DAYSPRING SUMMERS -- THE MAN CALLED CABLE.

YOU WERE AWFULLY QUIET AT THE FUNERAL.

WANNA TALK ABOUT IT?

SSSHH!

HER NAME IS DOMINO.

SHROUDED IN A WORLD OF SECRETS, SHE TRUSTS BUT ONE MAN.

THIS MAN.

BRAKATABRAKATABRAKATABRAKATABRAATABRAKATA

TYLER DAYSPRING WAS A TORTURED SOUL WHO BLAMED THE WOES OF HIS LIFE ON CABLE -- THE MAN HE CALLED HIS FATHER.

EARLIER TODAY, CABLE BURIED THAT YOUNG MAN, WHOM HE GAVE BOTH HIS NAME AND HIS LOVE.®

SAM GUTHRIE, THE RECENT X-FORCE GRADUATE TURNED X-MAN, OFFERED A FINAL RESTING PLACE NEAR HIS HOME IN KENTUCKY.

ALL THAT NEEDED TO BE DONE WAS TO SAY SOME WORDS OF FAREWELL AND SHOVEL THE DIRT.

DOMINO EXPECTED THEY'D GO STRAIGHT HOME AFTER THE SMALL CEREMONY.

CABLE, AS USUAL, HAD OTHER PLANS IN MIND.

CAMP HAYDEN, KENTUCKY IS JUST ACROSS THE STATE FROM THE GUTHRIE HOME.

BOOM BOOM BOOM

THERE, A GOVERNMENT RESEARCH FACILITY WAS WORKING ON A PROJECT CALLED "NIMROD".

IT WAS INTENDED TO BE THE STATE OF THE ART SENTINEL...

... AN ANDROID HUNTER THAT WOULD STOP, DETAIN, AND IF NECESSARY, DESTROY ONLY ONE KIND OF PREY ON EARTH --

-- MUTANTS. THOSE HUMANS WITH EXTRAORDINARY GIFTS OF STRANGE AND OFTEN FRIGHTENING POWERS.

LIKE CABLE AND DOMINO.

RECENTLY, CABLE SENT HIS OWN TEAM OF YOUNG MUTANTS, X-FORCE, TO INVESTIGATE THE STATUS OF THE FACILITY.

ALARMINGLY, THEY FOUND IT TO BE EMPTY -- BUT FOR A SINGLE NAME PAINTED ON THE WALL --

-- "ONSLAUGHT".

SEE THE CLASSIC WOLVERINE #100
For the details --Mark

I THINK WE OUGHT TO TALK ABOUT IT.

I DON'T.

WHY? YOU DOING SOMETHING ELSE RIGHT NOW?

IN A WORD --

-- YES!

BOOM BOOM BOOM

STAN LEE Presents:

VENTING

JEPH LOEB writer
IAN CHURCHILL breakdowns
SCOTT HANNA finishes
GRAPHIC COLOR WORKS seps
RS&COMICRAFT letters
MIKE THOMAS colors
POWERS editor
HARRAS chief

TOOM TOOM TOOM

SPRAK

SO... NOW YOU'RE RELYING MORE ON THE *GUNS* AND *NOT* ON YOUR *TELEKINESIS*?

I'VE *ALWAYS* BELIEVED IN THE RIGHT TOOL FOR THE RIGHT JOB.

Oh.

LISTEN, NOT TO SECOND-GUESS YOU OR ANY-THING --

YOU?!

-- BUT, THIS LITTLE MISSION COULD'VE WAITED UNTIL MORNING.

NO, WE'VE GOT TO FIND OUT WHAT WENT ON HERE --

-- AND CLEARLY *SOMEBODY* DOESN'T WANT THAT TO HAPPEN.

THOOM

BOOM BOOM BOOM

LOOK, IF YOU DON'T WANT TO TALK ABOUT *TYLER* --

NOW YOU'RE GETTING THE PICTURE.

YEAH, WELL, MAYBE *YOU* DON'T, BUT *I* DO.

THAT PIECE OF WORK YOU CALL YOUR *SON* SCREWED UP ONE OF MY *BEST FRIENDS.*

BECAUSE OF *TYLER,* I HAD TO KILL GRIZZLY -- AND *I'VE* BEEN LIVING WITH THAT.

PICK UP CABLE #24 FOR THE FULL STORY -- Mark

WHEN I SENT THE TEAM DOWN HERE, YOU TOLD ME THIS FACILITY WAS *EMPTY.*

IT *WAS.*

WELL, IT ISN'T *NOW.*

CABLE...

DON'T *IGNORE* THIS --

LOOK, DOM, THIS *"ONSLAUGHT"* HAS EVERYONE JUMPING AT SHADOWS...

THAT'S MY CONCERN NOW. TYLER'S GONE...

... AND NOW WE'VE GOT OUR FIRST REAL SHOT AT *TRACKING* IT.

... AND NOTHING CAN EVER *CHANGE* THAT.

YOUR... ARM!

ARE YOU HAVING TROUBLE CONTROLLING THE TECHNO VIRUS?

IS THAT WHY YOU'RE NOT USING YOUR POWERS?

LET'S GO *THIS* WAY.

EVER SINCE I'VE KNOWN YOU, YOU'VE HAD TO USE YOUR *TELEKINESIS* TO HOLD THE TECHNO-VIRUS IN CHECK.

WHAT'S HAPPENED SINCE I SAW YOU LAST?

ON THE OTHER SIDE OF THE DOOR...

BREEP

CLOAK DISENGAGE

WHARR

BTOOM BTOOM

ALLOW ME.

I'M GLAD YOU HAVEN'T LOST YOUR EDGE OVER THE YEARS, CABLE.

I ALMOST WISH WE DIDN'T HAVE TO DO THIS.

I KNOW YOU'LL FIGHT ME TO THE *END.*

IT'LL BE FUTILE... BUT TO THE END NONETHELESS.

HE IS KNOWN ONLY AS "POST".

*HE LAYS CLAIM TO BEING THE **HERALD** OF ONSLAUGHT.*

LITTLE ELSE IS KNOWN ABOUT HIM...

*... SAVE THAT IT TOOK THE COMBINED POWERS OF **WOLVERINE, STORM, ICEMAN** AND **CYCLOPS** --*

*-- ARGUABLY THE **STRONGEST** OF THE UNCANNY BAND OF MUTANTS KNOWN AS **THE X-MEN** --*

-- JUST TO STOP HIM.

*THEY DID NOT NECESSARILY **DEFEAT** HIM.*

IN X-MEN #50! WHERE WERE YOU?!-- Mark!

ELSEWHERE IN THE FACILITY...

WHAT ARE YOU GOING TO DO ABOUT *WOLVERINE?*

WHAT *ABOUT* HIM?

HE KILLED TYLER!

->SIGH<-

YOU'RE NOT GOING TO LET GO OF THIS, *ARE* YOU?

WHY DOESN'T THAT SURPRISE ME?

ALL RIGHT, I--

BLAST!

SHREKK

IF... YOU'VE -- →GAK!← GOT ANY SUGGESTIONS... ON GETTING OUT →COFF← OF HERE --

-- NOW WOULD BE A GOOD TIME!

SUG-... GESTIONS. NO.

SO... LU... TIONS. YEP.

A GRENADE?!

WHAT ARE YOU DOING?

PING

AHRRIM

ARE YOU *NUTS?* THERE'S *NO WAY* YOU COULD'VE BEEN SURE THAT YOUR *TK SHIELD* WOULD'VE *PROTECTED* US FROM THAT BLAST.

BUT... IT *DID.*

SO *STOP* YELLING AT ME.

I NEED TO *CONCENTRATE* HERE.

CABLE PUSHES PAST THE PAIN.

TELEKINETICALLY RESTITCHING THE SINEWY MAKEUP OF HIS ARM, AS HE HAS DONE ALL HIS LIFE.

ONLY NOW, IT IS GETTING HARDER AND HARDER...

ONSLAUGHT WAS *RIGHT.*

THE BATTLE WITH YOUNG *NATE GREY* HAS COST YOU *DEARLY,* CABLE.

YOU WERE ABLE TO SAVE GREY'S *LIFE* --

-- BUT NOT WITHOUT COMPROMISING YOUR *OWN* WELL-BEING.

NNGNNN

THAT LOOKED LIKE IT *HURT.*

IT *DID.*

YOU GONNA BE ALL RIGHT?

I DON'T KNOW.

JUST LIKE I DON'T KNOW WHAT *REALLY* HAPPENED BETWEEN LOGAN AND TYLER.

CANNONBALL SAID HE HAD NO OTHER CHOICE.

I HAVE TO *RESPECT* THAT.

AND GRIZZLY?

I DIDN'T *WANT* HIM TO DIE.

BOOM BOOM BOOM

REST PERIOD'S OVER.

TECHNOLOGY.

I WONDER IF THESE HUMAN FOOLS TRULY BELIEVE THEY CAN BUILD ANY DEVICE THAT WOULD PROTECT THEM...

... FROM THE *INEVITABLE.*

ON THE OTHER HAND...

... CABLE'S ONE OF THE WORLD'S MOST *POWERFUL* TELEPATHS...

... AND HE'S USING HIS MUTANT ABILITIES IN NEW AND *IMPRESSIVE* WAYS.

I AM *BEGINNING* TO UNDERSTAND WHY ONSLAUGHT HAS... *CONCERNS* ABOUT MY OLD FRIEND...

WE'RE *IN.*

SOMEWHERE IN THIS SECTION THERE SHOULD BE THE *MEMORY CHIPS* FROM *ALL* THE SECURITY DATA RECORDED ON THE MONITORING CAMERAS.

WE FIND THE RIGHT *CHIP* --

-- FROM THE RIGHT *NIGHT* --

AND WE'LL HAVE THE *FIRST* HARD IMAGE OF *WHO* OR *WHATEVER* ONSLAUGHT IS.

WRRR

FRRRZZZ

BREET

CHCHUK

BRAKATABRAKATA
BRAKATABRAKATA

BOOM
BOOM
BOOM

YOU KNOW...

...*WHOEVER'S* TRYING TO STOP US...

...THEY'RE VERY *GOOD.*

I WAS JUST GOING TO SAY THAT!

DOM? ARE WE --

YES. WE'RE STILL PSI-LINKED.

GOOD. GOTTA TAKE A CHANCE THAT **WHOEVER** IS OUT THERE ISN'T PSI-SENSITIVE.

WE HAVE TO SHUT DOWN THESE NIMROD SCRAPS BEFORE ANY EVIDENCE THAT COULD HELP US IS SHOT TO NOTHING!

LET'S SEE HOW THEY DO WHEN THEY'RE SHOOTING **AT EACH** OTHER.

BOOM

GOOD. ON THREE, THEN. "ONE."

"THREE."

BOOM

I'M ON ONE.

ME, TOO.

BOOM

BOOM

RIDE' EM WHILE THEY TAKE OUT THE OTHER TWO --

THEN LET THEM LOCK ONTO EACH OTHER --

-- THEN WE MOVE!

SO... *NOW* YOU WANT TO TALK?

THERE'S NOTHING TO TALK ABOUT.

LET'S JUST FIND THE RIGHT CHIP AND GET *OUT.*

NOTHING? NO ANGER? JUST THE SAME OLD *STOIC CABLE?*

EVEN THOUGH YOU PROMISED HIS MOTHER -- *JENSKOT* -- YOU'D LOOK AFTER THE BOY?

... WE'RE AT *WAR.*

WAR HAS *CASUALITIES.*

WHAT IS IT YOU WANT ME TO SAY?!

I WANT TO KNOW YOU'VE GOT *A HEART* IN THERE.

TYLER WAS MISGUIDED, TORTURED... *EVIL.*

BUT HE WAS YOUR *SON.*

MAYBE *WOLVERINE* DIDN'T THINK THERE WAS ANOTHER WAY --

-- BUT MAYBE *YOU* WOULD HAVE COME UP WITH *SOMETHING.*

THAT'S WHY YOU NEVER *GAVE UP* ON TYLER...

... AND WHY I COULD'VE DONE MORE FOR THEO...

DOM.

I *KNOW* YOU.

IF GRIZZLY PUT YOU IN A NO-WIN SITUATION, YOU DID *THE BEST* YOU COULD.

THE BEST THAT *ANYONE* COULD'VE DONE.

I... THANKS, NATHAN...

BLAMBLAMBLAMBLAM

THESE... NIMRODS, ON THE OTHER HAND, ARE STARTING TO GET ON MY *NERVES.*

CABLE, THE MEMORY CHIP. IT'S *HERE!*

BLAMBLAMBLAMBLAM

ALL RIGHT -- HERE GOES NOTHING.

DON'T SOUND SO *POSITIVE.* IT ISN'T LIKE YOU.

POOM POOM POOM

BLAMBLAMBLAMBLAM

BRAKK BRAKKA BRAKKA BRAKKA

COME ON... A LITTLE MORE TIME... AND WE'VE *GOT* YOU, ONSLAUGHT.

THE CHIP.

IT'S... BEEN *MAGNETIZED.*

IT'S *USELESS!*

BOOM BOOM

WE'VE BEEN SET UP.

AGAIN! AND I DON'T LIKE IT!

NO MATTER WHAT I DO --

-- DESPITE EVERY SACRIFICE --

BOOM BOOM BOOM

-- INNOCENTS LIKE TYLER GET CAUGHT IN THE CROSSFIRE!

HE NEVER WOULD HAVE BECOME THE MONSTER HE WAS --

-- IF NOT FOR THE EVIL OF APOCALYPSE AND STRYFE!

BOOMBOOMBOOM

WELL, NOT THIS TIME!

BOOM BOOM BOOM

NOTHING'S GONNA STOP ME FROM TAKING YOU DOWN, ONSLAUGHT!

NOTHING!

AND WHEN THE SMOKE CLEARS...

ALL CLEAR.

YOU'VE MANAGED TO ESCAPE *UNHARMED*, CABLE.

GOOD...

I WOULDN'T HAVE EXPECTED *ANYTHING* LESS...

OUTSIDE THE FACILITY, WHERE THE SEWAGE IS DUMPED...

FEEL BETTER?

MUCH...

...EXCEPT I'M SURE WE WERE *WATCHED* THE WHOLE TIME.

I HAVE A *VERY BAD* FEELING ABOUT THIS...

BALTIMORE, MARYLAND.

A RUSTED FRIGATE LISTS IN AN ABANDONED SHIPYARD.

HIDING FROM THE REST OF THE WORLD A MAN WHO WILL NOT BE BORN FOR TWO MILLENNIA --

-- CABLE'S ENIGMATIC ASKANI TEACHER KNOWN ONLY AS --

-- BLAQUESMITH.

COMPUTER, UPDATE CURRENT ANALYSIS ON STATUS OF CABLE'S TECHNO-VIRUS...

... SPECIFICALLY, DEVELOPMENTS SINCE THE CONFRONTATION WITH *CHRONAL ANOMALY* KNOWN AS NATE GREY.

NOW, VISUALLY EXTRAPOLATE *BIOLOGICAL CHANGES* IF THE DISEASE WERE TO CONTINUE UNCHECKED.

EXTRAPOLATE FURTHER...

BLAST!

IF THIS CONTINUES, THERE IS *NO TELLING* WHAT WILL HAPPEN TO THE ASKANI'SON...

... OR TO *ANY OF US* IF THE VIRUS SHOULD ATTACK THE BRAIN FUNCTIONS OF THIS ALPHA-LEVEL TELEPATH --

HELLO.

YOU?!

YES. ME.

AGAIN.

I KNOW ALL I NEED TO ABOUT YOUR PRECIOUS **STUDENT**...

... AND I ALSO KNOW HE CANNOT **SURVIVE** ALL THE OBSTACLES NOW BEFORE HIM...

... WITHOUT **YOU.**

GOODBYE.

NEXT:

IN **X-FORCE** #55, **CABLE** AND **X-FORCE** GO UP AGAINST **S.H.I.E.L.D.** TO RESCUE THE X-MAN **CYCLOPS!**

AND IN 30 DAYS -- **CABLE** #33: "NEVER IS A VERY SHORT TIME" AS CABLE COMES FACE-TO-FACE WITH **POST!**

MARVEL COMICS

X-MEN

JUN. '96 333

THE UNCANNY X-MEN®

APPROVED BY THE COMICS CODE AUTHORITY

ALL HANDS AGAINST THEM!

LW + TT '96

ARLINGTON, VIRGINIA.

THE HOME OF ROBERT KELLY.

UNITED STATES SENATOR.

FOR THE PAST FEW YEARS, HE HAS DEDICATED HIMSELF TO THE CAUSE OF RIDDING THE AMERICAN PUBLIC OF THE VERY REAL THREAT OF "MUTANTS" --

-- HUMANS GENETICALLY GIFTED WITH UNCANNY ABILITIES -- SUCH AS FLIGHT, MASTERY OF MAGNETISM, THE WEATHER, OR EVEN THE HUMAN MIND ITSELF.

CERTAIN MUTANTS HAVE TAKEN EXCEPTION TO KELLY'S VIEWS. VIOLENT EXCEPTION.

HE WAS THE VICTIM OF A MUTANT-LED ASSASSINATION ATTEMPT... AND STILL LATER, HIS NEWLYWED WIFE DIED AS THE RESULT OF A MUTANT TERRORIST ATTACK...

ROBERT KELLY HAS PAID DEARLY FOR HIS VIEWS, AND TONIGHT...

COME ON, COME ON... WHERE ARE YOU?

... THEY MIGHT VERY WELL COST HIM HIS LIFE.

YOU CALLED ME.

?!

WHO'S THERE?!

K-KLIK

STEP OUT OF THE DARKNESS... NOW!

NOW, OR SO HELP ME --

STAN LEE PRESENTS
THE UNCANNY X-MEN

THE OTHER SHOE...

SCOTT LOBDELL
WRITER

PASCUAL FERRY
GUEST PENCILS

TOWNSEND HUNTER MORALES & HUNT INKS

TEAM BUCCE
COLORS & ENHANCEMENT

RICHARD STARKINGS AND COMICRAFT
LETTERING

BOB "DON'T CALL ME CHIEF" HARRAS
EDITOR

YOU SENT WORD THAT YOU WANTED TO *MEET* WITH ME, *SENATOR KELLY.*

I ASSUME IT WASN'T TO *KILL* ME.

SO *PUT* DOWN THE GUN --

-- AND WE'LL *TALK.*

HIS NAME IS SCOTT SUMMERS.

HE IS BOTH BLESSED AND CURSED WITH POWERFUL OPTIC BLASTS THAT ARE ALL BUT UNCONTROLLABLE IN THE ABSENCE OF HIS RUBY-QUARTZ VISOR.

AS CYCLOPS -- LEADER OF THE MUTANT OUTLAWS KNOWN AS THE UNCANNY X-MEN --

-- HE HAS SPENT THE LAST FEW YEARS OF HIS YOUNG LIFE BEING HUNTED. FEARED. HATED.

ALL THE WHILE TRYING TO PROTECT THE VERY PEOPLE WHO WOULD RATHER HE AND HIS FELLOW MUTANTS DIDN'T EXIST.

SENATOR KELLY IS ONE OF THOSE PEOPLE.

WHO WAS IT THAT GOT *WORD* TO YOU?

PROFESSOR XAVIER?

AMBASSADOR SAINT CROIX?

Dr. Mac --

YOU'RE *BORING* ME, SENATOR.

WHAT DO YOU *WANT?*

I NEED YOUR --

-AHEM-

I NEED YOUR *HELP.*

HOW BAD IS IT?

BAD.

SEVERAL MILES AWAY...

...OTHER MEMBERS OF THE X-MEN --

-- STORM, THE WEATHER "GODDESS"...

...CANNONBALL, THE NEWEST MEMBER OF THE TEAM...

...AND THE TIME-LOST BISHOP...

...ARE OTHERWISE ENGAGED IN A SUBTLE MISSION OF THEIR OWN.

ORORO? MA'AM, I DON'T MEAN TO SOUND ALL *DOUBTFUL* OR NUTHIN'...

...BUT AIN'T THIS UP *CABLE'S* ALLEY MORE THAN THE X-MEN'S?

YOU FIND HOVERING DIRECTLY OVER *PENTAGON* AIRSPACE REMINISCENT OF YOUR DAYS WITH THE MORE AGGRESSVE *X-FORCE?*

I TAKE THAT AS A COMPLIMENT.

FOR CABLE -- DESPITE HIS *GRUFF EXTERIOR* -- IS A MAN WHO KNOWS HOW TO ACHIEVE HIS *GOAL...*

...QUICKLY AND *EFFICIENTLY.* I FIND THAT ADMIRABLE.

THAT IS WHY WE'VE ENGAGED THE *SHI'AR CLOAKING DEVICE.*

THE ALIEN TECHNOLOGY PREVENTS US FROM BEING OBSERVED OR DETECTED BY THE SOLDIERS BELOW.

THINK OF IT AS A NECESSARY EVIL, SAM.

PHOENIX AND *GAMBIT* ARE ON THEIR WAY INSIDE RIGHT NOW --

-- AND CHANCES ARE, THEY'RE GOING TO NEED BACKUP.

WHICH IS THE PART I DON'T GET. *HANK*, WHAT'S THE DEAL WITH *X-FACTOR?*

THEY'RE THE SO-CALLED "*GOVERNMENT SANCTIONED*" TEAM O' MUTANTS.

SHOULDN'T THIS BE *THEIR* GIG?

I AGREE WITH YOU, *ICEMAN.*

BUT, AS IN *ALL* MATTERS OF IMPORT, I ACQUIESCE TO OUR FEARLESS FOUNDER, *PROFESSOR XAVIER.*

THEY ARE CURRENTLY ON A MISSION OF THEIR OWN.⊗

THE MAN CALLED WOLVERINE DOESN'T JOIN THE CONVERSATION.

AS OF LATE, ANY INTERACTION BETWEEN HIMSELF AND HIS FRIENDS HAS BEEN... DIFFICULT.⊗

SEE RECENT ISSUES OF X-FACTOR AND WOLVERINE -- Bob.

OUR... *SOURCES...* INFORMED US THERE IS A MEETING OCCURRING WHICH WE NEED TO MONITOR.

BEAST, PLEASE ENGAGE THE LOW-LEVEL BIO-TRACKING DEVICE.

I DON'T WANT TO *PSI-SCAN* PHOENIX AND GAMBIT WITH MY MUTANT POWER, FOR FEAR WE'LL GIVE OURSELVES AWAY.

Umm... SURE.

SIR. *CHARLES.*

I JUST, Uh... FORGET THE EXACT CALIBRATION.

I GOT IT, HANK.

CHEESE! YOU HAVEN'T BEEN THE SAME SINCE YOU TRASHED YOUR LAB LAST WEEK.⊗

SEE UNCANNY #331 -- Bob.

STUPID ICE CUBE, I HAVEN'T BEEN "*MYSELF*" SINCE I TRADED PLACES WITH *THIS* TIMELINE'S BEAST.⊗

WHICH MIGHT NOT HAVE BEEN THE BRIGHTEST MOVE...

I'LL TAKE THAT UNDER ADVISEMENT, ROBERT.

SEE X-MEN UNLIMITED #10 -- Bob.

BELOW...

...IN THE DEEPEST REACHES OF THE PENTAGON'S SUB-BASEMENT:

..."MAJOR" REMY LeBEAU...

...AND "COLONEL" JEAN GREY...

...CALMLY WADE DIRECTLY INTO THE MOUTH OF THE LION.

MADE IT DIS FAR WIT'OUT BEING DETECTED, CHERE.

DON'T KNOW WHAT DE BIG FUSS IS.

THAT'S WHAT MAKES ME NERVOUS, GAMBIT.

NOW, LET'S KEEP THE TELEPATHIC MIND-TO-MIND TALK TO A MINIMUM.

WE'RE ALREADY INCREASING THE RISK OF DETECTION BY MY PSIONICALLY MASKING YOUR EYES' TRUE APPEARANCE.

OUR ALLY, FORGE, MAY HAVE CREATED MOST OF THE MUTANT-DETECTION TECHNOLOGY IN THIS FACILITY...

...ALLOWING US TO NAVIGATE THROUGH ANY "HOLES" IN ITS SYSTEMS...

...BUT THAT DOESN'T MEAN WE SHOULD PUSH OUR LUCK BY USING MY POWERS TO EXCESS.

OPERATION ZERO TOLERANCE

SPOIL-SPORT.

"OPERATION ZERO TOLERANCE."

Hmmp. NOW DON'T DAT LOOK LESS THAN COMFORTIN'...

COLORADO.

THE ROCKY MOUNTAIN AERIE OF WARREN WORTHINGTON III -- MILLIONAIRE PLAYBOY, MUTANT, AND, INCIDENTALLY, AN X-MAN CURRENTLY ON LEAVE.

THERE WAS A TIME WHEN HE USED TO LIVE FOR THIS...

...TIME SPENT USING HIS WINGS TO FLY HIGH ABOVE THE WORRIES AND CONCERNS OF THE UNFORTUNATE HUMANS GROUNDED BELOW.

YET, SINCE HIS BATTLE WITH THE HOMICIDAL MANIAC KNOWN AS SABRETOOTH -- HE HAS NOT FLOWN AS HIGH NOR AS FAST NOR AS FAR.

HIS BIO-GENETIC WINGS WERE SEVERELY DAMAGED IN THAT ENCOUNTER.

AND NOT FOR THE FIRST TIME IN HIS LIFE, THE HIGH-FLYING ARCHANGEL DISCOVERS THAT NO MATTER HOW LONG HE SOARS, HE CANNOT ESCAPE HIS OWN CONCERNS.

THAT'S IT, WARREN, KEEP PUSHING YOURSELF.

CONCENTRATE ON HELPING BETSY RECOVER FROM HER WOUNDS.

IGNORE THE DAMAGE DONE TO YOUR OWN WINGS.

SINCE LAST YEAR'S SABRETOOTH SPECIAL -- Bob.

JUST IGNORE THE PROBLEM --

-- AND MAYBE IT WILL JUST GO AWAY.

LOOKING FOR SOMEONE, LUV?

THWAK

PSYLOCKE?!

THAT WAS *GREAT*, *BETTS!* IT LOOKS LIKE YOUR EXPOSURE TO THE *CRIMSON DAWN*® HAS LEFT YOU *SHARPER* THAN YOU WERE BEFORE SABRETOOTH WOUNDED YOU.

SO IT *SEEMS.*

WOULD YOU CARE TO TRY THIS *AGAIN*... FROM THE TOP?

IF YOU'RE UP TO IT.

SEE UNCANNY #329 & 330 -- Bob.

Oh, WARREN... YOU'VE TRIED SO HARD TO CARE FOR ME DURING MY CONVALESCENCE. I... SHOULD TELL YOU *EVERYTHING.*

I SUPPOSE.

BUT THE CHANGES TAKING PLACE IN MY BODY -- IN MY *PERCEPTIONS* -- ARE... FASCINATING.

I DON'T KNOW THAT I *WANT* TO *SHARE* THEM.

YET.

EH? A *SHADOW* BEHIND ME?

SORRY, WARREN, YOU'LL HAVE TO DO BETTER THAN THAT.

HELP

ME!

WITHOUT UTTERING A SPOKEN WORD, PSYLOCKE'S PSIONIC SCREAMS CUT THOUGH THE AIR...

...TAKING THEIR TOLL ON THE FRAGILE, HEALING PSYCHE OF ELISABETH BRADDOCK.

WARREN..?

BETTS?!

SO QUICK ARE HIS REFLEXES THAT HE TURNS AND DIVES IN ONE FLUID MOTION.

BUT THE WEEKS OF PRETENDING THAT HIS PROBLEMS WILL ALL JUST MIRACULOUSLY DISAPPEAR...

ARRGH!

...FINALLY EXACT A PRICE...

THE PENTAGON.

YOU T'INK DEY SERVE *DRINKS* AT DE *LATE SHOW?*

I THINK THE MORE **NERVOUS** YOU GET -- THE MORE **JOKES** YOU CRACK.

NOW **THIS** IS INTERESTING.

THIS ROOM IS FILLED WITH MILITARY OFFICIALS, DIPLOMATS AND AMBASSADORS FROM SEVERAL DIFFERENT COUNTRIES!

WHAT COULD **POSSIBLY** BRING SUCH VARYING FACTIONS TOGETHER IN **ONE ROOM?**

SHHH.

ANCIENT FAMILY SECRET.

ONLY ONE T'ING I KNOW DAT PEOPLE HATE *DAT* MUCH.

MUTANTS.

ESTEEMED COLLEAGUES... WELCOME.

*WELCOME TO A WORLD IN **CRISIS.***

A PEOPLE UNDER SIEGE.

MY NAME IS *BASTION.*

AS ***MOST*** OF YOU ALREADY KNOW --

-- I HAVE COME TO ***SET US FREE.***

GREAT. WON'ERFUL.

JUST WHAT WE NEED. ANOTHER SELF-APPOINTED SAVIOR OF HUMANITY WHO --

QUIET, REMY.

THERE'S SOMETHING WRONG... SOMETHING ***DIFFERENT.***

IN THE PAST, YOUR VARIOUS GOVERNMENTS HAVE SPENT COUNTLESS ***BILLIONS*** OF DOLLARS ON STUDYING, CONTAINING OR EVEN ***EXTERMINATING*** MUTANTS.

UNTIL ***NOW.*** YOU HAVE WISELY CHOSEN TO ***CONSOLIDATE*** YOUR ***FORMIDABLE*** RESOURCES UNDER A SINGLE MULTI-NATIONAL, ***HUMAN*** SURVIVAL TASK FORCE...

...OPERATION: ZERO TOLERANCE.

GAMBIT, WHEN I SCAN A MIND THAT IS **CLOSED** TO ME... I USUALLY **FEEL** THE MENTAL RESISTANCE.

BUT WITH BASTION, IT'S AS IF HE **DOESN'T EVEN EXIST**... LIKE HE'S SOME PSIONIC ***BLANK SLATE!***

WHILE THERE ARE MANY PROBLEMS ***CURRENTLY*** FACING *HOMO SAPIENS* IN OUR DEALINGS WITH THE SO-CALLED *HOMO SUPERIOR* --

-- EVERYTHING FROM SELF-PROFESSED 'EVIL MUTANTS' TO THE LINGERING AND INTANGIBLE THREAT OF THE ***LEGACY VIRUS*** WHICH STANDS TO DECIMATE BOTH THE MUTANT ***AND*** HUMAN POPULACE --

-- THE MOST DISTURBING DILEMMA MAY BE THE SUDDEN AND SEEMINGLY RANDOM PROLIFERATION OF INCIDENTS INVOLVING SOMETHING CALLED...

...ONSLAUGHT.

DESPITE OUR ***UNITED INTELLIGENCE*** DATA, WE DON'T KNOW IF WE'RE DEALING WITH A SINGLE INDIVIDUAL OR AN ORGANIZATION.

IT *IS* CLEAR THAT THIS *IS* A DESTRUCTIVE, ***MALEVOLENT FORCE*** THAT IS MAKING ITS PRESENCE FELT ALL OVER THE PLANET.

BUT...

... HOW COULD *ONSLAUGHT* BE DOING ALL DIS --

-- AND DE *PROFESSOR* KNOW ***NOTHING*** ABOUT IT?

GEORGETOWN. THE RESIDENCE OF SENATOR KELLY...

IT WASN'T SUPPOSED TO *TURN OUT* THIS WAY...

SOUNDS LIKE HE'S ABOUT TO SING.

WHAT WAY WAS *THAT?*

CLK

WHEN I FIRST GOT *INVOLVED* WITH *PROJECT: WIDEAWAKE...*

I DID SO IN ORDER TO SERVE THE *BEST INTERESTS* OF EVERYONE -- HUMANS *AND* MUTANTS.

YOU'VE *SEEN* THE HEADLINES, CYCLOPS -- NO, MORE THAN THAT, YOU'VE *LIVED* MOST OF THEM!

HUMANS KILLING *MUTANTS.*

MUTANTS KILLING *HUMANS.*

PEOPLE KILLING *PEOPLE.*

THE *MUTANT REGISTRATION ACT...?* THE *SENTINELS...? PROJECT: WIDEAWAKE...?*

THESE WERE ALL JUST *TOOLS* DESIGNED TO *STOP* THIS MADNESS.

I ASSURE YOU, THE GOAL WAS *NEVER* TO DESTROY *ONE* RACE OVER THE OTHER.

BUT DESPERATE TIMES *DEMANDED* DESPERATE MEASURES.

I THINK THAT'S ALL WE NEED TO HEAR FROM SENATOR KELLY TODAY.

I'LL BE THE FIRST TO CONCEDE THAT CERTAIN MUTANTS *CAN BE DANGEROUS.* IN FACT, THAT IS ONE OF THE *PRIMARY* REASONS THE X-MEN WERE *FORMED.*

BUT *MOST* MUTANTS DON'T WANT TO *DESTROY* THE WORLD... OR EVEN TO *RULE* IT.

MOST OF US WOULD BE HAPPY TO BE *LEFT ALONE* -- TO LIVE OUR LIVES LIKE ANY *"NORMAL"* HUMAN.

UNFORTUNATELY...

...IT MAY BE *TOO LATE* FOR THAT.

THERE IS A *MOVEMENT* OUT THERE, CYCLOPS -- A GROUP WITH AN *INTERNATIONAL AGENDA.*

I ONLY *RECENTLY* BECAME AWARE OF IT DURING AN INVESTIGATION INVOLVING THE *DISAPPEARANCE* OF SEVERAL DOZEN TECHNICIANS WORKING AT A *SENTINEL RESEARCH FACILITY* IN --

SENATOR, DO YOU HAVE *SECURITY GUARDS* ON THE GROUNDS?

NO.

WHY?

SEE X-MEN #46 -- Bob.

BEFORE HE EVEN HAS TIME TO SHOUT A WARNING --

-- THE ROOM EXPLODES AS CYCLOPS INSTINCTIVELY PROTECTS HIS LONG-TIME ADVERSARY.

MOMENTS LATER...

MISSION ACCOMPLISHED, SIR.

FOR THE MOMENT, THE SENATOR WON'T BE TELLING ANY *MORE* TALES OUT OF SCHOOL.

PRESIDENTIAL CANDIDATE *GRAYDON CREED* SMILES.

MEANWHILE...

PROFESSOR?

SILENCE, ORORO. I'M *CONCENTRATING.*

TRYING TO MENTALLY *EAVESDROP* ON THE PRESENTATION BELOW...

BUT EARLIER YOU STATED YOU WERE UNABLE TO DO SO.

I WAS *WRONG.*

NOW, *CEASE* THESE DISTRACTIONS... *PLEASE.*

BELOW...

-- SHE WAS FOUND WITH THE THIRTY OTHER SCIENTISTS WHO WORKED AT THE *SENTINEL RESEARCH PLANT...*

... WITH NO MEMORY OF THE *SIX MONTHS* SHE'D SPENT *WORKING* ON THE PROJECT.

KLIK

THIS IS THE EXTENT OF THE THREAT WE'RE UP AGAINST, PEOPLE --

-- THIS *"ONSLAUGHT"* SEEMS INTENT ON *CONSUMING* US ALL.

WE ARE UP AGAINST A MUTANT OR *MUTANTS* WHO CAN TURN MINDS ON AND OFF -- ERASE *ENTIRE LIVES* -- ON A WHIM.

THAT IS WHY WE ARE *ENDING* IT ALL.

TONIGHT.

NOW.

DIS DON'T *LOOK* SO GOOD.

NOT *AT ALL!*

I DON'T KNOW WHAT'S *WORSE*, THOUGH.

THAT HE SOMEHOW MANAGED TO *IDENTIFY* THE TWO OF US AS *MUTANTS* --

-- OR THAT BASTION IS ABLE TO PREVENT ME FROM GRABBING HIM WITH MY TELEKINETIC POWERS?

IT'S AS IF MY MUTANT ABILITY DOESN'T *WORK* ON HIM.

BUT THAT'S... *IMPOSSIBLE!*

BE DAT AS IT *MAY, CYCLOPS* TRUSTED ME T'KEEP AN EYE OUT ON HIS *WIFE*, PHOENIX...

IZZZT

... AND I'M FACIN' *ALL KINDS* OF TROUBLE IF I BLOW *DAT* ONE!

IZZZT

WHAT SAY WE WORRY ABOUT DE HOWS AND WHYS AND WHATEVERS 'BOUT BASTION...

... UNTIL *AFTER* WE GET HOME.

READY..?

AS I'LL *EVER* BE.

FORTUNATELY, THESE SOLDIERS ARE RELUCTANT TO OPEN FIRE WITH *CIVILIANS* IN THE ROOM.

IF WE WAS AS EVIL AS EV'BODY *T'INKS* --

-- WE'D HAVE *GRABBED* A FEW OF *DEM* AS *HOSTAGES.*

GAMBIT!

I SAID *"IF."*

REMY, I SENSE PEOPLE ON THE OTHER SIDE OF THE DOOR.

YOU WANT ME TO *KINETICALLY CHARGE* DESE CARDS --

-- AND USE 'EM TO MAKE A *NEW* DOORWAY OUTTA THE *WALL* INSTEAD?

JUST WHEN I WAS AFRAID DE ONLY REASON YA ASKED ME TO COME ALONG IS MY IRRESISTIBLE *ANIMAL MAGNETISM.*

DON'T PUSH IT, CAJUN.

WHO, *ME?*

WHA--?! ARE ALL THESE SOLDIERS... *DEAD?*

NO. ACCORDING TO MY *PSYCHIC* SCAN -- -- THEY'RE ALL *SLEEPING?*

SO WHY DON'T I FIND DAT *PART'CULARLY REASSURIN'?*

YOU--?!

YOUR ALLIES CANNOT SEE ME, JEAN.

LAST SCENE IN X-MEN #50 – Bob.

IT WAS YOU! YOU MADE ALL THESE SOLDIERS PASS OUT.

YOU HELPED US ESCAPE.

YES.

WHY?

CONSIDER IT... ...A GIFT.

FOR MORE ON **PHOENIX** AND HER ENCOUNTER WITH **ONSLAUGHT**, DON'T MISS X-MEN #53 – Bob.

COLORADO.

WARREN?

WARREN -- WHAT JUST *HAPPENED?*

S-SORRY, BETTS. RESPONDED TO YOUR CALL...

... GUESS I'M MORE *SERIOUSLY* WOUNDED THAN I THOUGHT.

LET'S *HOPE* NOT --

-- FOR *BOTH* OUR *SAKES.*

BECAUSE *WHATEVER* THAT THING IS -- THE FORM TRAPPED WITHIN A *LIVING SHADOW* -- WHEN IT FINALLY *BREAKS OUT...*

... SOMETHING TELLS ME IT'S *NOT* GOING TO BE *FRIENDLY!*

I DON'T DISAGREE.

DON'T MISS:

X-MEN #53

FOR MORE ON THE MYSTERY OF

ONSLAUGHT

--THE THREAT THAT MAY VERY WELL MEAN THE END OF THE MARVEL UNIVERSE AS WE KNOW IT!

CHECK OUT:

X-FORCE #55

-- AND FIND OUT WHAT HAPPENS TO CYCLOPS!

MARVEL COMICS

X-MEN

JUNE '96

55

SEVERAL THOUSAND FEET ABOVE SEA LEVEL.

IF I WERE YOU, I'D *MOVE.*

THIS STORY TAKES PLACE RIGHT AFTER UNCANNY X-MEN #333!

I AM NOT GOING ANYWHERE, MELTDOWN.

S'OKAY BY ME, 'STAR. IT'S YOUR FUNERAL.

SHE IS THE S.H.I.E.L.D. HELI-CARRIER.

AN IMPENETRABLE FORTRESS THAT HOVERS IN THE SKY; THE PRIDE OF AMERICA'S TOP SECRET INTELLIGENCE ORGANIZATION.

NO ONE HAS EVER SUCCESSFULLY BROKEN PAST HER MASSIVE SECURITY.

THAT ALONE WOULD BE A TEMPTING ENOUGH CHALLENGE FOR THESE UNIQUE YOUNG MEN AND WOMEN WITH DAZZLING, BUT NEARLY UNCONTROLLABLE POWERS.

TONIGHT, HOWEVER, SOMEWHERE BETWEEN NEW YORK CITY AND WASHINGTON, D.C., THEY ARE ON A MISSION.

THREE TWO ONE

MELTDOWN CAN CREATE DEVESTATING ENERGY TIME BOMBS --

-- WHILE SHATTERSTAR KNOWS NO PEER IN EITHER ACROBATICS OR SWORDSMANSHIP.

AND THEY ARE JUST TWO OF THE MUTANT STRIKE FORCE KNOWN AS

STAN LEE PRESENTS X-FORCE IN

WITHOUT A NET

JEPH LOEB WRITER
ADAM POLLINA PENCILS
MARK MORALES INKS

RICHARD STARKINGS AND COMICRAFT LETTERING
MARIE JAVINS COLORS
MALIBU ENHANCEMENT

BOB HARRAS HIGHWIRE CONSULTANT

IT'S SHOW TIME, FOLKS!

STRATEGIC HAZARD INTERVENTION ESPIONAGE LOGISTICS DIRECTORATE.

INSIDE, THE HELM. NOW.

WARNING. ALL PERSONNEL -- HULL BREACH ON LEVEL 27.

TIMOTHY ALOYSIUS DUGAN HAS SEEN MUCH IN HIS LIFE.

WHAT THE -- ?

WARNING. HULL BREACH ON LEVEL 9.

HE'S BEEN IN CHARGE OF INTERNAL SECURITY FOR THIS "TUB" (AS HE CALLS IT) FOR MORE YEARS THAN HE'LL ADMIT.

WARNING. HULL BREACH ON LEVEL 54.

WHAT IN THE NAME OF SAM HILL IS GOIN' ON OUT THERE?!

"DUM-DUM" DUGAN (AS HIS PREVIOUS BOSS -- NICK FURY -- USED TO CALL HIM) HAS AN ODD FEELING.

EVEN THOUGH THE NIGHT IS STILL YOUNG --

-- THIS AIN'T ONE HE'S GONNA FORGET!

ALL RIGHT, PEOPLE -- LISSEN UP!

I WANT *TASK FORCES ONE, TWO* AND *THREE* ON THE DOUBLE TO EACH OF THOSE EXPLOSION SITES.

GET AN *F-14 SQUAD* LAUNCHED.

WHATEVER WANTS *IN* HERE SO BAD IS ABOUT TO GET THE SURPRISE OF HIS, HER OR *ITS* LIFE!

IT'S NOT A BREAK-*IN*, DUGAN.

IT'S A BREAK-*OUT*. YOU *KNOW* WHO WE HAVE ON BOARD. THE MAN IS *WANTED* FOR THE ATTEMPTED ASSASSINATION OF *SENATOR ROBERT KELLY*.

WHO -- Oh, IT'S YOU.

WELL, SINCE THE LAST TIME I CHECKED, *I'M* HEAD OF SECURITY ON THIS TUB, SO WHY DON'TCHA TAKE A LONG WALK OFFA --

WHEN IT INVOLVES... *MUTANTS*...

... THE BALL'S IN *MY* COURT.

IN A PIG'S EYE!

STAND DOWN, *TIMOTHY*.

CONTESSA VALENTINA DE LA FONTAINE. ACTING HEAD OF S.H.I.E.L.D.

HE'S *RIGHT*.

IT'S *HIS* SHOW.

FOR NOW.

THANK YOU, CONTESSA -- AT LEAST *SOMEONE* UNDERSTANDS THE *CHAIN-OF-COMMAND*.

-GRUMBLE-GRUMBLE-NOT THE WAY *NICK* WOULDA-GRUMBLE-HANDLED IT-GRUMBLE-

THIS IS ALPHA. WE'RE IN.

WARNING. ALL PERSONNEL -- HULL BREACH ON **LEVEL 27.**

WARNING. ALL PERSONNEL -- HULL BREACH ON **LEVEL 54.**

WARNING. ALL PERSONNEL -- HULL BREACH ON **LEVEL 9.**

DOM, KIN YE REMEMBER A TIME WHEN TABITHA COULD HANDLE NAE ONLY *MULTIPLE EXPLOSIONS* --

-- BUT *MULTIPLE LOCATIONS* AS WELL?

SIRYN -- *DAUGHTER OF GENERATION X'S BANSHEE, TERESA CASSIDY CAN MANIPULATE SOUND INTO DEADLY FORCE.*

YEAH, OUR LITTLE "*MELTDOWN*" IS A *PIP.* NOW, *CONCENTRATE* ON THE MISSION.

THIS IS *BETA.* GO.

DOMINO -- *X- FORCE'S CO-LEADER -- KNOWS HOW FAR THEY ARE STICKING THEIR HEADS INTO THE LION'S MOUTH...*

... AND THE LADY DOESN'T LIKE IT ONE BIT.

SCRATCH TWO MORE SATELLITE MINES.

THIS IS DELTA. WE'RE SECURE.

ROBERTA DACOSTA -- AKA **SUNSPOT** -- *-- A LIVING BATTERY OF SOLAR ENERGY -- SOARS OUTSIDE.*

THIS IS OMEGA.

OKAY, BOYS AND GIRLS.

MAKE SOME NOISE!

AT THE GATEWAY FOR THE SHIP'S ENORMOUS TURBINE ENGINES --

-- IN THE WAKE OF THE DEAFENING PROPELLER BLADES, THE LAST TWO MEMBERS OF X-FORCE MAKE THEIR ENTRANCE... *QUIETLY.*

CABLE -- X-FORCE'S LEADER -- THE PSIONIC WARRIOR FROM THE *FUTURE* BATTLING IN *OUR* TIME FOR A BETTER WORLD AND --

CALIBAN -- X-FORCE'S OWN MUTANT TRACKER, *SIMPLE* IN MIND, YET *RELENTLESS* IN EXECUTION.

WE'VE GOT TO TIME THIS RIGHT, CAL --

-- UNLESS YOU WANT TO WIND UP LIKE SLICED BOLOGNA.

CALIBAN *LIKES* BOLOGNA.

BUT, CALIBAN WOULD NOT WANT TO *BE* BOLOGNA.

WELL, **COME ON!**

CABLE-NATHAN.

CALIBAN WANTS TO MOVE.

BUT CALIBAN IS *SCARED*

YOP!

WE DON'T HAVE TIME FOR THIS!

LOOK, I *KNOW* WHAT IT'S LIKE NOT TO BE AT THE TOP OF YOUR GAME.

AND YOUR... INCIDENT WITH ABSALOM *SPOOKED* YOU ABOUT DYING.

BUT, *EVERYONE* IS DEPENDING ON *YOU* NOW.

YOU WANT TO LET THEM DOWN?

N-NO, CABLE-NATHAN.

THEN, THE SOONER YOU FIND *OUR TARGET* --

-- THE SOONER WE'LL ALL GET HOME *SAFELY.*

CALIBAN HEARS YOUR WORDS, CABLE-NATHAN --

-- BUT CALIBAN CAN ALSO SEE THAT YOU ARE NOT *FEELING WELL* EITHER...

SEE RECENT ISSUES OF CABLE -- Bob!

X-FORCE # 53 -- Bob!

SOMETHING'S NOT RIGHT.

WE HAVEN'T ENCOUNTERED *ANY* HOSTILE RESISTANCE.

THANK HEAVEN FOR SMALL FAVORS.

THERE'S SOMETHIN' I DINNAE UNDERSTAND, DOM -- WHY WE'RE RUNNIN' OFF DOIN' X-MEN BUSINESS --

-- WHEN ONE OF OUR OWN REMAINS MISSIN'.

GET YOUR HEAD OUT OF THE CLOUDS, GIRL.

YOU'VE GOT AN EMPTY CORRIDOR UP AHEAD.

WHAT'S S.O.P.?

SORRY. *CHECK* -- THEN PROCEED.

STANDARD OPERATIONAL PROCEDURE -- Bob OPS!

EEP

ME DA' TAUGHT ME THIS TRICK.

SENDIN' OUT A *SINGLE* PULSE O'SOUND -- LIKE A DEPTH CHARGE.

WHOA.

SO, *THAT'S* THE WAY *S.H.I.E.L.D.* WANTS TO HANDLE IT.

AUTOMATED DEFENSE RESPONSE TO LIMIT THE HUMAN CONTACT.

WELL, THEY JUST MADE THEIR *FIRST* MISTAKE.

NO ONE HAS EVER PINPOINTED EXACTLY WHAT DOMINO'S MUTANT ABILITY IS.

SOME SAY THAT THINGS JUST HAVE A HABIT OF GOING HER WAY.

BUT AS SHE TUCKS, ROLLS, AND FIRES --

-- TAKING OUT THE STATE-OF-THE-ART LASER CANNONS SHOT FOR SHOT --

ALL CLEAR.

-- ONE THING IS CERTAIN:

SHE HAS A BIT MORE THAN JUST LUCK ON HER SIDE.

Y'KNOW, I CAN'T HELP THINKING IT'S A BIT *IRONIC* --

-- THAT AFTER ALL THIS TIME, YOU WAIT UNTIL *WARPATH* IS *MISSING* --

-- TO SHOW ALL THIS CONCERN ABOUT HIM.

WHA --?

HOW IS IT WRONG TO BE WORRIED 'BOUT A FELLOW TEAMMATE?

YOU CAN PULL THAT JACK WITH SOMEONE ELSE, TERRY.

I'VE LOST TOO MANY FRIENDS AND TOO MANY CHANCES TO TELL THEM I CARED.

... AND THEN IT WAS TOO LATE...

WHOOOOSH

Y'KNOW, 'STAR, I'M GLAD I GOT PAIRED WITH YOU.

HOW SO?

WHEN THE REST OF THE TEAM TURNED AWAY FROM ME OVER THE SABRETOOTH THING --

-- YOU WERE THE ONLY ONE WHO DIDN'T. I WON'T FORGET THAT. ⊗

I... ONLY DID WHAT I BELIEVED TO BE RIGHT.

YEAH, WELL, SO DID *EVERYBODY* ELSE.

SEE "INTERVENTION" in X-FORCE #98 -- Dr. Bob.

HELLO.

'STAR, I'M GETTING *NO BIO-READINGS.* IT'S A ROOM FULL OF L.M.D.'S. ⊗

HAVE AT 'EM, KILLER!

"KILLER".

IF ONLY SHE KNEW.

MY WARRIOR INSTINCT SEEMS TO BE WANING.

⊗ LIFE-MODEL-DECOY -- Robot Bob.

IS THIS WHAT LIES AHEAD FOR ME?

REDUCED TO BRANDISHING MY SWORD AGAINST... *ROBOTS?*

YOW.

REMIND ME NOT TO TALK TO YOU UNTIL YOU'VE HAD YOUR MORNING COFFEE.

I DO NOT UNDERSTAND.

I DO NOT DRINK COFFEE.

IT WAS A *JOKE*, 'STAR. FORGET IT!

THIS IS NOT A JOKING MATTER.

OUR ORDERS ARE SPECIFIC TO OUR KEEPING ON THE MOVE.

YEAH, WELL, NOBODY THOUGHT WE WERE GONNA TRIP OVER A *S.H.I.E.L.D* DATA BASE, EITHER.

MEANING?

WE'VE GOT ACCESS TO THE *ENTIRE* INTELLIGENCE COMMUNITY -- *INCLUDING* WHAT THEY HAVE ON *US.*

CAN YOU RUN THIS SYSTEM?

I DO NOT SEE WHY NOT. COMPARED TO MY...

... HOME-WORLD, IT WILL BE LIKE CHILD'S THEATER.

"CHILD'S PLAY," 'STAR. NOW LET'S FIND WHAT THEY GOT ON "SMITH, TABI --"

SHIELD

012: CRYPTO MODIFY DECRYPT CODEX

SEARCH.... SMITH, TAB

-- WAIT JUST A SECOND! ACCORDING TO THIS...

... VICTOR CREED... *SABRETOOTH IS ALIVE!*

LOCATION: *CLASSIFIED?!*

CLASSIFY *THIS,* YOU LYING SACKS OF --

MELT-DOWN! WE HAD BEST KEEP MOVING!

PROOF

WARNING. DATA BASE ON LEVEL 30 HAS BEEN DEACTIVATED.

MOTHER OF MERCY!

HOW MUCH MORE OF THIS ARE WE SUPPOSED TO TAKE?!

⇒SIGH⇐

YOU, OF ALL PEOPLE, TIMOTHY, UNDERSTAND THE CHAIN OF COMMAND.

BUT, *VAL... NICK WOULD NEVER --*

-- NICK'S *NOT* COMING BACK, DUM-DUM.

EVER. GET USED TO THAT FACT.

LIKE THE REST OF US...

WARNING. SEVERE SOLAR DAMAGE TO FLIGHT DECK.

BOOM

EEEEE

TOOM

TOOM TOOM

WARNING. SEVERE DAMAGE TO LEVEL 48 -- WEAPON SYSTEMS.

WARNING. SEVERE DAMAGE TO LEVEL 32 --INTERNAL COMMUNICATIONS.

SKRAKK

FINALLY.

DWOK

ALL CLEAR.

TOO CLEAR, AS THE SAYING GOES.

WE'RE BREAKING INTO THE TOP MILITARY INSTALLATION IN THE *COUNTRY* --

-- AND THIS IS WHAT THEY HAVE FOR SECURITY?

ALL TEAMS. REPORT TELE-PATHICALLY.

MAKIN' NOISE WITH THESE BOYS.

DITTO, OMEGA. SOMETHING VERY WEIRD ABOUT IT ALL.

CABLE-NATHAN.

THERE.

"ONE-EYE" IS THERE.

Oh, FINE.

EVERYBODY. WE HAVE CONTACT.

TITANIUM.

VIBRANIUM.

AND *WHO KNOWS* WHAT ELSE.

ONE THING'S FOR CERTAIN, THEY DON'T WANT US OPENING THIS DOOR.

BUT... "*ONE-EYE*" *IS* IN THERE.

CALIBAN *PROMISES* CABLE-NATHAN.

AND I *BELIEVE* YOU, CAL.

THIS IS... JUST GOING TO BE A LITTLE MORE DIFFICULT THAN I THOUGHT.

BUT, WE... *YOU* CAN HANDLE IT, RIGHT, CABLE?

TELL US WE DIDN'T COME ALL THIS WAY FOR *NOTHING.*

TELL US YOU CAN HANDLE IT, RIGHT?!

*HE HEARS THE CHALLENGE IN HER VOICE AND CABLE KNOWS IT IS NOT ENTIRELY **UNFAIR.***

*HE HAS, OF LATE, HAD TROUBLE **FOCUSING**, A BY-PRODUCT OF THE GROWING TECHNO-ORGANIC VIRUS IN HIS SYSTEM.*

*BUT CABLE IS, FIRST AND FOREMOST, A **LEADER** TO HIS TEAM.*

AND A LEADER NEVER PUTS HIMSELF FIRST.

PIECE O' CAKE.

WE STARTED THIS *TOGETHER* --

-- LET'S *FINISH* IT *TOGETHER!*

SHATTERSTAR!

FIND A HAIRLINE JOINT OPENING.

THAT'S ALL WE'LL NEED.

AS YOU WISH.

MELTDOWN --

-- I WANT SOMETHING WITH A KICK.

YOU GOT IT, BOSS.

BUT LAY OFF ON THE PSI-SPEAK. YOU'RE GIVING ME A HEAD-ACHE.

THAT'S IT. WORK AS A TEAM.

I SEE NOW WHAT YE ARE DOIN'.

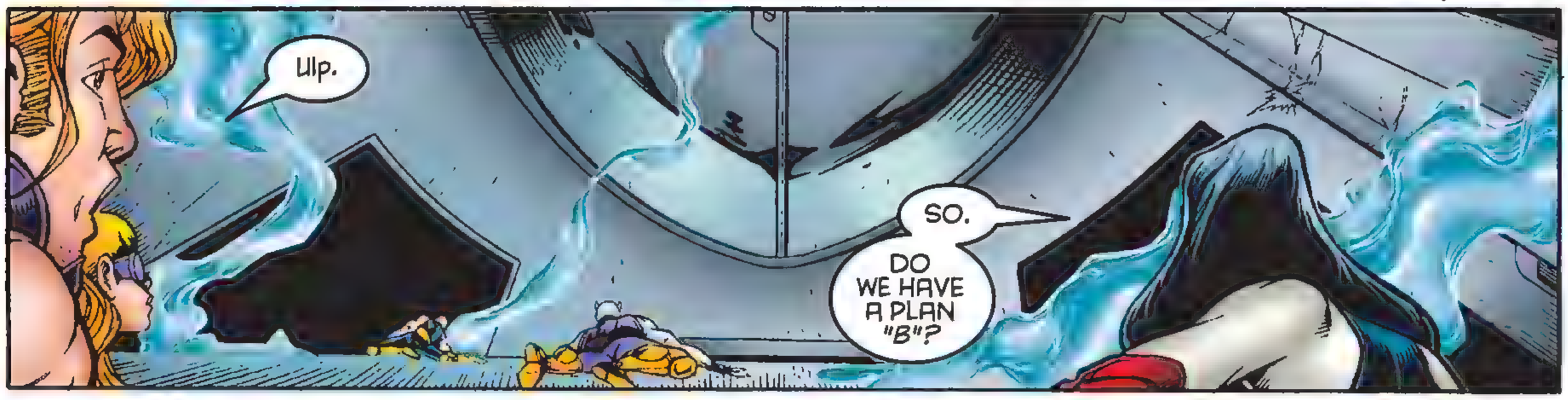
SIRYN, I WANT YOU TO *SCREAM* YOUR LUNGS OUT THE SECOND MELTDOWN IS IN PLACE.

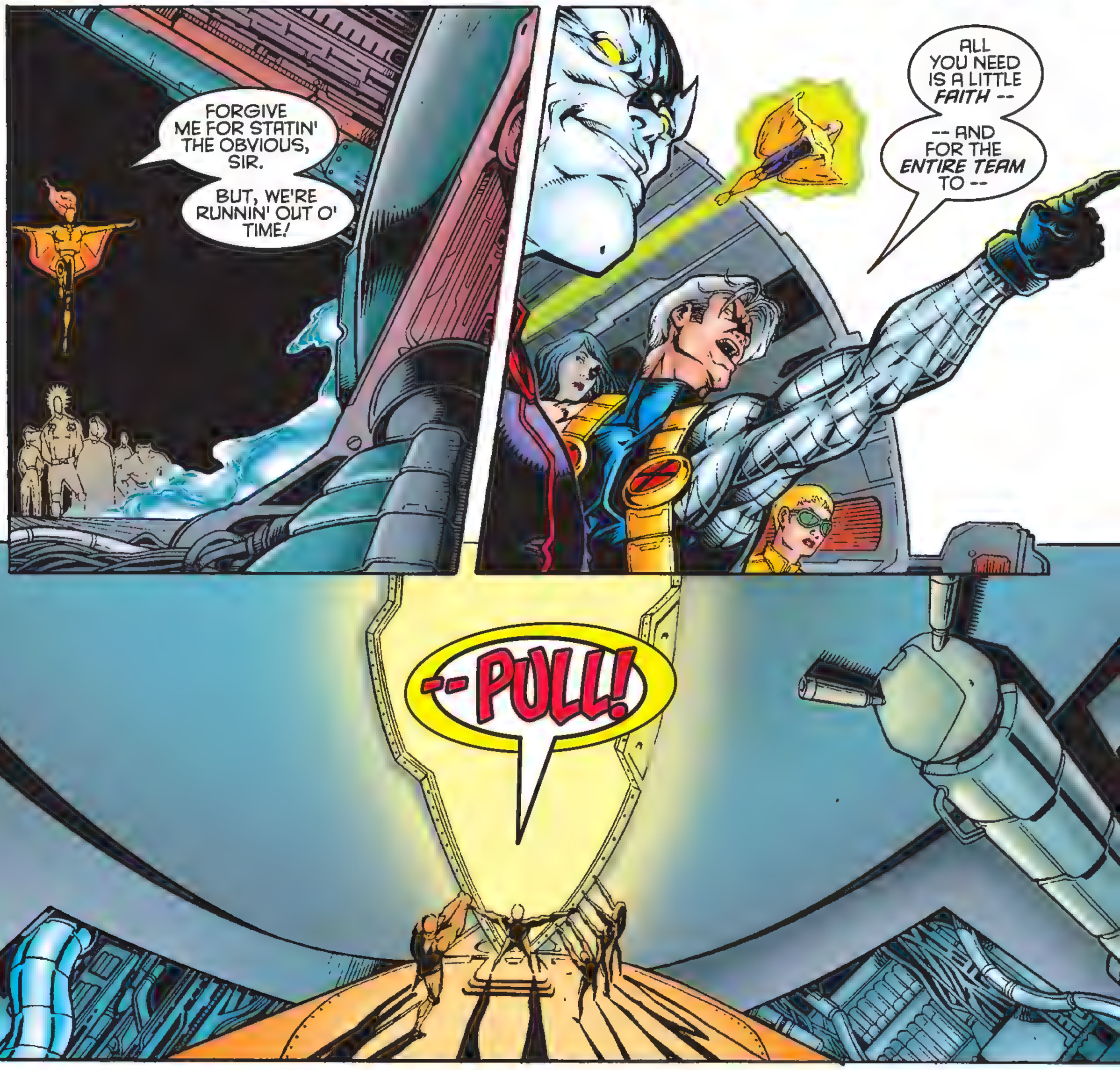
DOM.

GRAB HOLD OF SOMETHING, KIDS.

HIT IT!

BA-BOOM


Ulp.
SO.
DO WE HAVE A PLAN "B"?


FORGIVE ME FOR STATIN' THE OBVIOUS, SIR.
BUT, WE'RE RUNNIN' OUT O' TIME!
ALL YOU NEED IS A LITTLE FAITH --
-- AND FOR THE ENTIRE TEAM TO --
--PULL!

HELLO --? WHO'S THERE?

THEY CANNOT RESPOND AT FIRST.

JUST THE SIGHT OF **SCOTT SUMMERS** -- THE LEADER, THE VERY SYMBOL OF STRENGTH AND UNITY OF THE SENIOR TEAM OF **X-MEN** --

-- BOUND **HELPLESSLY**, HIS DEVASTATING **OPTIC BLASTS** SOMEHOW CURTAILED --

-- HIS VOICE, **HARSH AND RASPY** --

-- HAS THEM EACH SHARING THE **SAME** TERRIBLE THOUGHT.

HE HAS BEEN TREATED LIKE THIS FOR **ONE** REASON.

HE IS A MUTANT.

AND DESPITE ALL THEIR EFFORTS TO SEE TO IT THAT **HOMO SAPIEN** AND **HOMO SUPERIOR** CAN COEXIST PEACEFULLY...

... THE HORROR BEFORE THEM IS A BRUTAL REMINDER OF THEIR **AWFUL REALITY.**

CALIBAN WAS RIGHT.

"ONE-EYE" IS HERE.

CYCLOPS.

X-FORCE WILL TAKE YOU --

KLIK KLIK

KLIK KLIK KLIK

KLIK KLIK KLIK

KLIK KLIK

KLIK

NATE?

YES, DOM.

I BELIEVE THIS IS THE *HOSTILE RESISTANCE* WE WERE EXPECTING.

THANK YOU.

I'VE WAITED A *LONG* TIME FOR THIS, CABLE.

BUT, I FINALLY *CAUGHT* YOU WITH YOUR HAND IN THE COOKIE JAR.

MY COOKIE JAR.

HIS NAME IS G.W. BRIDGE.

HE WAS ONCE ONE OF CABLE'S CLOSEST ALLIES. NOW HE'S IN CHARGE OF SOMETHING CALLED "MUTANT AFFAIRS" FOR S.H.I.E.L.D.

CYCLOPS IS A *PRISONER* OF THE UNITED STATES GOVERNMENT.

AND AFTER *TONIGHT*, SO ARE THE LOT OF YOU.

BRIDGE! HOW COULD YOU DO THIS?

YOU USED TO RUN WITH CABLE AND ME!

SAVE IT, DOM.

YOU KNOW G.W. ALWAYS HAD A *JUSTIFICATION* FOR HIS ACTIONS -- ALTHOUGH I NEVER THOUGHT HE'D SINK *THIS LOW*...

BUT, YOU GOT A PLAN TO GET US *OUT*, RIGHT, BOSS?

NOPE.

HE'S GOT US DEAD TO RIGHTS.

HANDS UP, EVERYBODY.

BUT --

I SAID *GET 'EM UP!*

IT ONLY TAKES A MOMENT OF AWESTRUCK CONFUSION...

WHAT GOES ON HERE?

... AND A CAREFULLY AIMED TELEKINETIC WHACK...

DO YOU TRUST ME, SCOTT?

DO I HAVE A CHOICE?

THEN, OPEN YOUR EYES WIDE --

-- AND LET ME GUIDE YOUR OPTIC BLASTS TELEKIN-ETICALLY.

... TO TURN THE TABLES AROUND...

... COMPLETELY.

SIRYN, GET CYCLOPS DOWN.

?

CABLE, HE WAS INVOLVED IN AN ATTACK ON A UNITED STATES --

SHUT --

-- UP.

MOVE IT, PEOPLE, MOVE IT!

WE'VE STILL GOT TO GET *OFF* THIS CRATE.

DID I MISS ANYTHING?

NAE.

GOOD.

BECAUSE I KIND OF HAD MY HANDS FULL UP THERE.

CABLE, HOW DID YOU KNOW YOUR TK-EYEBEAM STUNT WOULD WORK?

WE'D NEVER TRIED IT BEFORE!

I *DIDN'T.*

BUT *G.W.* KNOWS ME WELL ENOUGH THAT I COULDN'T GO TO MY *USUAL* BAG OF TRICKS.

WHEN YOU'RE FLYING WITHOUT A NET, SCOTT, YOU'VE GOTTA TAKE SOME CHANCES.

THE BLACKBIRD?!

KEPT HER *CLOAKED* AS LONG AS WE COULD --

-- *PLUS* WE HAD *SUNSPOT* AS A DIVERSION.

Oh, AND I THINK YOU'LL *APPRECIATE* MY CHOICE OF *PILOT.*

SHE IS JEAN GREY SUMMERS, AKA PHOENIX, ONE OF THE MOST POWERFUL PSIONS ON THE PLANET AND A FOUNDING MEMBER OF THE X-MEN.

BUT RIGHT NOW SHE WANTS ONLY TO BE THOUGHT OF AS A WOMAN IN LOVE REUNITED WITH HER HUSBAND.

JEAN!

HELLO, Mr. SUMMERS.

HELLO, *Mrs.* SUMMERS.

STRAP IT IN, GANG. WE'RE GOING *HOME.*

INSIDE THE HELI-CARRIER...

G.W.!

SOUTH BEACH, FLORIDA.

FOR DAYS NOW, JAMES PROUDSTAR -- THE NATIVE AMERICAN MEMBER OF X-FORCE KNOWN AS WARPATH -- HAS BEEN MISSING.

APPARENTLY, HE VANISHED DURING THEIR BATTLE WITH SELENE.

SEE X FORCE #54 -- Sherlock Bob!

OWWW!!

RISQUE.

THIS TIME WE'VE HAD TOGETHER, I WOULDN'T TRADE IT FOR *ANYTHING* --

-- BUT YOU'RE STARTING TO FEEL GUILTY ABOUT NOT CONTACTING *X-FORCE* BY NOW.

AM I *THAT* TRANSPARENT?

YOU ARE SUCH A *WUSS.*

AM NOT.

ARE TOO.

MAYBE.

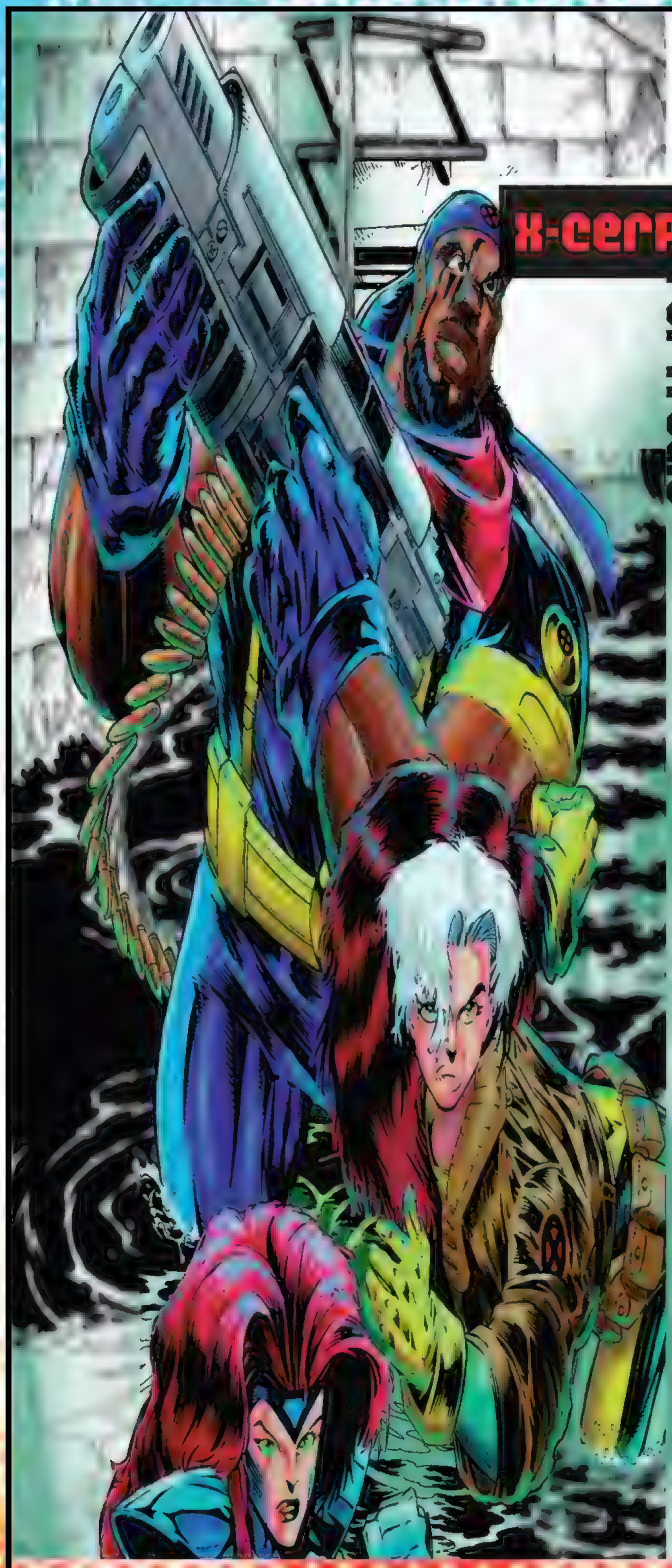
JAMES -- WHEN I *PULLED* YOU OUT OF NEW YORK, I TOLD YOU I ONLY WANTED TO TAKE CARE OF YOU UNTIL YOU GOT BETTER.

NOW, YOU'RE BETTER AND...

... AND I DON'T KNOW IF I WANT TO GO BACK...

NEXT: DEADPOOL RETURNS!

X-Men Unlimited #11 pinup section intro page by Humberto Ramos & John Dell



X-cerpts & Keepsakes

Page 56: Bishop/Rogue/Phoenix
pencils Humberto Ramos
inks John Dell

Page 57: Havok/Cyclops
pencils & inks Scott McDaniel

Page 58: Rogue
pencils Terry Dodson
inks John Dell

Page 59: Storm/Colossus/Wolverine
pencils Alan Davis
inks Mark Farmer

Page 60: Colossus
pencils Adam Pollina
inks Mark Morales

Page 61: Colossus/M
pencils Rick Leonardi
inks Dan Greene

Page 62: X-Factor
pencils Jeff Matsuda
inks Art Thibert

Page 63: X-Women
pencils & inks George Perez

Page 64: The Brood
pencils Aron Wiesenfeld
inks John Dell

Writer: Rob Piotrowski
Art Direction: Elan M. Cole

"The art gallery is a plus in my book. It's the little extras that make X-Men unlimited so special"
—Theresa Truitt, Nekoosa, WI

MARVEL® COMICS

X-MEN™

MAY '96 15

APPROVED BY THE COMICS CODE AUTHORITY

ONSLAUGHT™ APPEARS WITHIN!

NATE FINDS THE GHOSTS OF HIS PAST --

-- AS HIS MOST DEADLY ENEMY RETURNS!

STAN LEE PRESENTS X-MAN IN:

TURNING POINT

JOHN OSTRANDER & TERRY KAVANAGH — PLOT

TERRY KAVANAGH — SCRIPT

STEVE SHROCE — PENCILS

BUD LaROSA & ROB HUNTER — INKS

MIKE THOMAS — COLORS

GRAPHIC COLOR WORKS — SEPARATIONS

RICHARD STARKINGS AND COMICRAFT — LETTERS

JAYE GARDNER — EDITOR

BOB HARRAS — CHIEF

FOR THE FIRST TIME IN FAR TOO MANY MONTHS...

... THE WANDERER KNOWS EXACTLY WHERE HE IS.

NATE GREY RECOGNIZES THIS WORLD WITHOUT A FUTURE --

-- THIS LAND OF LITTLE LIGHT, AND LESS COLOR.

HE REMEMBERS IT AS A PLACE OF PURPOSE AND MEANING TO HIM...

...A PLACE FAMILIAR WITH FRIENDS AND WOULD-BE FAMILY.

WELCOME *HOME*, BOY.

THE *PRODIGAL SON* FINALLY RETURNS.

ARE YOU REALLY --

-- CAN IT POSSIBLY BE --

BUT SOMETHING IS *WRONG* HERE...

...AND OH SO VERY RIGHT.

--FORGE?!

BUT I WATCHED YOU... DIE... RIGHT IN MY ARMS...

LORD, OLD FRIEND --

-- YOU HAVE NO IDEA HOW GOOD IT IS TO *SEE* YOU!

JUST SNAPPED OUT OF A DREAM, I GUESS, WAY TOO WEIRD AND WAY TOO LONG FOR MY LIKING.

ABOUT SOME WHOLE OTHER *EARTH*, TOTALLY OUT OF WHACK.

PLACE HAD SOME POTENTIAL, I ADMIT, BUT --

YOUR FIRST MISTAKE, BOY, AS USUAL...

... IS ASSUMING THAT REALITY IS WHAT IT *APPEARS* TO BE.

THIS IS THE DREAM, NATHAN.

WHAT ARE YOU TALKING ABOUT..?

I CAN *FEEL* YOU, FORGE, SOLID IN MY GRIP. AS *REAL* AS --

HAVE I TAUGHT YOU NOTHING, CHILD..?

YOUR DREAMS, AT LEAST, ARE AS REAL AS YOU *WANT* THEM TO BE.

TO ONE AS THICK-HEADED AND THIN-SKINNED AS YOU INSIST ON BEING, OF COURSE...

... THAT ABILITY PROVES *BOTH* BLESSING AND CURSE.

IT IS, AS IT HAS ALWAYS BEEN -- BE *IN* CONTROL OR *BE* CONTROLLED.

YOU'LL EVER BE A TARGET OF THOSE WHO WOULD USE AND MISUSE YOUR POWERFUL POTENTIAL --

-- AS WELL AS A PAWN OF YOUR OWN PAINFUL PASSIONS --

FORGE..?

-- UNTIL YOU FINALLY LEARN TO LISTEN...

"... AND LISTEN TO *LEARN.*"

WHO'S "*FORGE*", NATE?

AND WHAT DOES SHE *LOOK* LIKE?

MADELYNE?!

BUT I THOUGHT, FOR A SECOND...

... I WAS BACK WITH MY TEACHER -- MY "*FATHER*", FOR ALL INTENTS -- ON THE WORLD WHERE *WE...*

JUST A DREAM, PAL.

LIKE ANY OTHER.

STILL...

... YOU DISAPPEARED ON ME RECENTLY -- I'M SURE OF THAT -- AND THERE WERE SOME OTHERS, ANOTHER GIRL...

IF THAT'S THE CASE, CHAMP...

... MAYBE *I'M* THE DREAM.

JUST A DREAM...?

A DREAM COME *TRUE*, GREY.

FOR BOTH OF US, I HOPE.

BUT THIS *TELEPATHIC CHANNEL* OF YOURS WILL TAKE SOME GETTING USED TO.

NOT SURE I'LL EVER BE ABLE TO SEND THOUGHTS TO YOU AS WELL AS --

WHOA!!

... *THRENODY!?*

IS THIS REALLY --

WELCOME BACK TO THE LAND OF THE *LIVING*, CHUM.

WELCOME TO THE *REAL* WORLD.

WHERE... ?

A SKI-LODGE NEAR THE *SWISS* BORDER, CONVERTED TO A MAKESHIFT *RED CROSS* STATION.

RESCUE TEAMS BROUGHT US IN WITH THE REST OF THE INJURED AFTER THE QUAKE AND THE AVALANCHES YOU CAUSED. ⊗

SEE X MAN #14 & CABLE #30 - 31 -- Jaye

I...

... *I* DID ALL THIS?

YOU DID WHAT YOU *HAD* TO, *GREY*, BE SURE OF THAT.

WHATEVER IT TOOK TO STOP THAT *EXODUS* THING, TO SAVE US *ALL* FROM ITS UGLY LITTLE APPETITE FOR LIFE.

BLAQUESMITH AND *CABLE* WERE THE ONES WHO WOULDN'T LET IT GO, WHO KEPT *HOUNDING* YOU...

CABLE CLAIMED HE WAS -- *IS*... ME, THRENODY.

OLDER, WISER, AND TRUER TO *THIS* REALITY.

HOW CAN I BE SURE OF *ANYTHING* ANYMORE...

... ANY*ONE*?

EVEN *YOU*?

YOU TOLD ME YOU SERVED *SINISTER*, *AN EXPERT AT MANIPULATION.*

NOT BY CHOICE, *NEVER* BY CHOICE.

AND THEN I FOUND YOU --

-- A *WEAPON* TO PROTECT YOU FROM HIS WRATH.

ANOTHER SCARED KID, ACTUALLY, WHO SEEMED TO NEED ME AS MUCH AS I NEED HIM.

I NEED THE TRUTH, THREN, NOTHING ELSE.

HOW DO I KNOW HE'S NOT *USING* YOU TO GET TO ME..?

HOW DO *YOU* KNOW..?

WHAT DO YOU *MEAN*, NATE?!

WHAT ARE YOU DO --

DONE, GIRL.

I'M ALREADY...

... IN YOUR MIND.

SOME ARTIFICIAL RESISTANCE AT THE EDGES ALRIGHT --

-- BUT HER INHERENT MENTAL DEFENSES ARE *WEAK* -- UNNATURALLY THIN --

-- A MIND FOCUSING ALL ITS *STRENGTH* AND *SHIELDS* ON THE BATTLE WITHIN.

THE MIND OF A MUTANT WHO LIVES ON *DEATH*, LITERALLY FEEDING ON EACH AND EVERY BREATH OF THE DYING.

THRENODY --?!

CAN'T HEAR OVER THE ECHO OF SCREAMS IN THIS MADHOUSE, DON'T RECOGNIZE ANYTHING BUT THE SHADOW OF BLOOD AND BONES...

... AND *SINISTER*, DEAD-CENTER.

I CAN *FEEL* THRENODY UNDER THERE SOMEWHERE, THOUGH --

-- BURIED ALIVE.

BUT SHE CAN'T STOP MOVING, NOT FOR A SECOND -- LIKE A SHARK --

--OR SHE'LL *DROWN* IN THIS MAD-NESS.

WE JUST MIGHT HAVE MORE IN COMMON THAN I...

WHHOH

*CAUGHT UP IN HER PAIN -- SO **SHARP**, CUTTING SO **DEEP** --*

-- SWEEPING ME AWAY --

LET...

...ME...

...OUT.

TOO CLOSE.

TOO SOON AFTER MY LAST ROUND OF HEAD GAMES.

I'M EXHAUSTED ALREADY -- PULSE POUNDING AGAIN -- BUT THRENODY'S ACTUALLY IN *SHOCK* --

-- AS IF SHE JUST SWITCHED OFF SOMEHOW, TO AVOID DRAGGING ME DOWN WITH HER.

SHE CLUTCHED SO *TIGHTLY* AT THE END THERE, WITH *SUCH* A DESPERATE GRIP. HOW COULD I HAVE *DONE* THAT TO HER?

TAKEN SUCH A BLIND RISK WITH HER FRAGILE PSYCHE..?

AM I BECOMING WHAT *FORGE* ALWAYS FEARED? *IMPULSIVE* AND *DANGEROUS?*

BUT THE DARK *DEPTHS* OF HER DEMENTIA, I NEVER EVEN SUSPECTED...

...NEVER KNOWN ANOTHER MIND LIKE THAT.

IS THAT THE FULL FACE OF *INSANITY..?*

IS THAT WHAT IT'S LIKE IN HER HEAD ALL THE TIME?

PUPPET OR PAWN OF SINISTER, HE WOULD *USE* US BOTH.

THAT MUCH WE *DO* SHARE.

BUT I'VE COME TO KNOW THE STRINGS OF THE *PUPPETMASTER,* FRIEND.

AND I'M LEARNING HOW TO *PLUCK* TH --

NO, NATE...

...WAIT...

HER SILENT SCREAM IS LOST TO THE ROAR OF PENT-UP PLASMIC ENERGY THAT **EXPLODES** FROM HER BODY WITHOUT RESTRAINT.

SKA BOOM!

WHAT THE --?!

HIS LAST GASP IS CONSUMED BY THE IMPOSSIBLE EFFORT OF SURVIVAL.

BOOM

AND A SINGLE SIGH ESCAPES THE LIPS OF A WOMAN IN PARIS, FRANCE.

A WOMAN WHO CANNOT BE MADDIE PRYOR.

FOR MADDIE PRYOR WAS BELIEVED TO BE DECEASED NOT SO LONG AGO.

LUXURY, PURE AND SIMPLE.

SCENT OF LEMON AND ROSES SHARING THE AIR WITH THE STRAINS OF *TCHAIKOVSKY*. WARM BUBBLES TICKLING MY SKIN, TINGLING MY SCALP...

... AND A SPARKLING *BORDEAUX* FROM MY ABSENTEE HOSTESS'S OWN VINEYARD.

NOTHING BUT THE BEST FOR A GUEST OF ***SELENE.***

JUST BEEN SO LONG SINCE I'VE BEEN ABLE TO RELAX LIKE THIS.

LONG AS I CAN ***REMEMBER,*** COME TO THINK OF --

PARDON, M'LADY MADELYNE...

... I BRING NEW BANDAGES TO REDRESS OLD WOUNDS.

DON'T WASTE YOUR TIME, *ELLA.*

!!

IT WAS JUST A COMMON KITCHEN ACCIDENT, NOTHING TO CONCERN YOURSELF WITH.

LADY SELENE WOULD BE QUITE UPSET IF I DIDN'T TAKE GOOD CARE OF YOU.

TELL ME OF YOURSELF, *MADAME*, AND I PROMISE TO BE GENTLE.

YOUR HAND IS SO VERY DELICATE, AND THERE WAS MUCH BLOOD...

NOT SINCE YOU PATCHED ME UP IN THE FIRST PLACE.

IT HASN'T HURT AT ALL, HONESTLY. 'FACT, I HARDLY EVEN *THOUGHT* ABOUT IT AGAIN UNTIL YOU --

SACRE...

...IT IS *PERFECT* ONCE AGAIN?!

NO SCAR -- NO TRACE EVEN -- OF THE INJURY I WITNESSED ONLY A DAY AGO.

<ENOUGH ALREADY, GIRL... >⊗

⊗ TRANSLATED FROM FRENCH – Jaye.

<...NOW YOU'RE WASTING MY TIME!>

<OF COURSE, MISTRESS.>

<I WILL AWAIT YOU IN THE WARDROBE.>

HOW DOES SHE DO THAT?

WHY DO I KEEP *LETTING* HER DO IT TO ME..?!

A HOUSE FILLED WITH DISTRACTIONS, LITERALLY --

-- AND THAT GIRL STILL KEEPS FORCING ME FACE-TO-FACE WITH HARD QUESTIONS.

ABOUT WHEN AND WHERE I LEARNED TO SPEAK FRENCH SO FLUENTLY, FOR A START.

ABOUT THE PEOPLE AND PLACES I CAN'T SEEM TO *RECALL*, ALL THE THINGS I *DON'T* KNOW.

ABOUT MY LIFE, MY PAST.

"ABOUT ABSOLUTELY EVERYTHING BEFORE THE MOMENT I MET...

"... NATE GREY."

IDIOT.

THAT LITTLE INVASION OF MY PRIVACY RELEASED EVERY IOTA OF DEATH CHARGE I'D BEEN BUILDING SINCE MY LAST PURGE...

... WHOLLY UNCHECKED BY *SINISTER'S* NEURO-LOCKS.

AND IT LOOKS LIKE IT TOOK ALL GREY HAD TO FUNNEL THE FORCE OF MY BLAST STRAIGHT UP AND OUT OF THE LODGE -- SHUNTING IT AWAY FROM THE INNOCENTS INSIDE --

-- TAKING THE *BRUNT* OF IT HIMSELF.

WHAT A WASTE...

EXCEPT...

SOMEHOW, THE EASY ABANDON I'M USED TO --

-- THE QUICK ESCAPE --

-- DOESN'T COME SO *EASY* ALL OF A SUDDEN...

... NOT WITH *GREY.*

MAYBE IT'S BECAUSE HE REALLY *TOUCHED* ME -- IN MY MIND, AT LEAST, IF NOWHERE ELSE -- AND I'M NOT SO EASILY TOUCHED.

MAYBE IT'S BECAUSE HE'S THE FIRST TO *SURVIVE* THE EXPERIENCE, AND I *NEED* THAT KIND OF STRENGTH NOW MORE THAN HE CAN KNOW.

SO MANY *VOICES* IN MY HEAD ALREADY -- ALWAYS SHOUTING TO BE HEARD, ARGUING ALOUD --

-- AND IN THE *END,* GREY...

... YOU MAY BE THE ONLY ONE WHO CAN SAVE ME.

MONSTERS COME IN MANY FORMS, FROM EVERY TIME AND PLACE.

THIS ONE -- THIS HOLOCAUST -- HAILS FROM A WORLD THAT NEVER WAS NOW, A DARK POINT THAT PASSED WITHOUT MOURNING.

AND HE COMES WITH POWER TO BURN.

HOLIDAY'S OVER, PARTNER.

LONDON BRIDGE WILL SOON BE FALLING.

YOU'VE RETURNED WITH ONE MORE SUCCESSFUL MISSION UNDER YOUR BELT, I TRUST?

OUR OVERSEAS EXCHANGE WENT AS PLANNED, HOLOCAUST. ⊗

SEBASTIAN SHAW IS A POWERMONGER, IN DEED AS WELL AS WORD...

... ENJOYING THE MUTANT ABILITY TO ABSORB KINETIC ENERGIES, RETURNING THEM WITH NEAR-INFINITE INTEREST.

I SEE YOU ARE FAMILIARIZING YOURSELF WITH MY RESOURCES -- FROM INFORMATION TO TECHNOLOGY.

ALWAYS AT YOUR DISPOSAL, OF COURSE.

⊗ SEE EXCALIBUR #96 -- Jaye.

THE LADY TESSA IS HIS EXECUTIVE TELEPATH.

SEBASTIAN, I'M PICKING UP A NEW IMAGE FROM HOLOCAUST'S THOUGHTS SUDDENLY...

... SOME-THING BIG -- HUGE --

-- BEHIND US?!

IMPOSSIBLE.

POOM

=MMPH=

THE ESTATE'S DEFENSE PERIMETERS CANNOT BE BREACHED WITHOUT MY --

AND EVEN MONSTERS...

... LEARN TO FEAR THE SHADOWS.

RELEASE HIM, STRANGER.

YOUR PSI-SHIELDS ARE POLISHED, INDEED, REFLECTING PROBES AND PROTECTING YOUR IDENTITY.

BUT A TEMPERED PSI-LANCE WILL EASILY PIERCE SUCH MENTAL SMOKE AND --

-- MIRRORS...

I'M IMPRESSED.

YOU ARE AFRAID, OTHER-WORLDER.

ONSLAUGHT KNOWS YOU FOR EXACTLY WHAT YOU ARE.

YOU AND I HAVE FACED A COMMON FOE, HOLOCAUST.

WE BOTH SHARE AN INTEREST IN HIS LIMITED FUTURE.

BRING ME THE BOY NAMED NATE GREY, AND YOU SHALL KNOW POWER BEYOND YOUR WILDEST DREAMS.

I OFFER ONLY THE MEREST TASTE OF WHAT'S TO COME...

"... TO WHET YOUR *APPETITE* FOR MORE."

UNBELIEVABLE.

FORGE TOLD ME ALL ABOUT *EUROPE*. HOW IT WAS THE LAST GREAT HAVEN FOR HUMANITY ON OUR WORLD.

BUT I NEVER *IMAGINED* IT HAD SUCH A RICH HISTORY, BEAUTY...

... AND SERENITY.

THRENODY ALL BUT CARRIED ME HERE TO THE MEDITERRANEAN ALMOST A WEEK AGO --

-- GIVING ME SOME TIME TO RECOVER -- SOME TIME TO TRY AND THINK THINGS THROUGH.

AND I STILL HAVEN'T FIGURED OUT HOW TO THANK HER.

EMILY

NOT SURE I *CAN*, REALLY.

WILL I EVEN GET THE CHANCE? I NEARLY OVERLOADED MY BODY -- *MY MIND* -- IN MY STRUGGLE AGAINST EXODUS AND CABLE.

I MIGHT'VE *DIED* THEN AND THERE IF CABLE HADN'T SAVED ME...

WHY DID HE DO THAT?

DIDN'T HE REALIZE I WAS JUST GOING TO DIE ANYWAY?

HEY, *NATE!*

THIS IS SO WILD. YOUR CAMO-FIELD HIDES MY HEADGEAR FROM EVERYONE ON THE BEACH.

SORRY I DIDN'T THINK OF IT EARLIER, THRENODY.

DON'T WORRY ABOUT IT. I'M MORE CONCERNED ABOUT YOU, PAL.

WHY'RE YOU MOPING UP HERE ON THE BEACH? YOU SHOULD BE ENJOYING YOURSELF... THE SUN... THE WATER...

... AND ME, FOR THAT MATTER!

AW, C'MON, LIVE A LITTLE!

YOU'RE ALWAYS SO SERIOUS.

THREN, I...

... I'M GOING TO DIE.

THAT'S WHAT YOU'RE THINKING ABOUT? NATE, WE ALL ARE.

NO, I MEAN SOON. MAYBE VERY SOON. MY POWER, IT'S KILLING ME...

NOT IF YOU'RE CAREFUL. NOT IF YOU KEEP IT IN CHECK.

WHAT D'YOU MEAN? YOU DON'T SEEM SURPRISED TO FIND OUT?

I'M NOT.

-- AND I'VE NEVER BEEN SO FRIGHTENED BEFORE IN MY LIFE.

I CAN SENSE PEOPLE WHO'RE DYING, REMEMBER? THAT'S MY MUTANT POWER.

I SENSED IT IN YOU WHEN YOU FOUGHT EXODUS --

BUT THAT'S WHEN I REALIZED I COULD HELP YOU.

WHY DO YOU THINK I BROUGHT YOU HERE IN THE FIRST PLACE?

SO YOU COULD RELAX... LET YOUR GUARD DOWN AND FIGURE THINGS OUT FOR YOURSELF.

YOU'VE GOT PLENTY OF POWER -- THERE'S NO QUESTION ABOUT THAT -- BUT IF YOU *WANT* TO LIVE...

...YOU'LL HAVE TO USE IT *WISELY*. OTHERWISE, YOU'LL JUST BURN OUT THAT MUCH QUICKER.

CABLE'S GOT THE SAME POWER YOU DO, AND LOOK HOW *OLD* HE IS!

LISTEN TO WHAT I'M SAYING, NATE.

FOR YOUR OWN SAKE.

I'M GOING BACK IN THE WATER. WANT TO COME ALONG?

IN A MINUTE.

MAYBE SHE'S RIGHT.

AND MY DREAM ABOUT FORGE, IS *THIS* WHAT HE WAS TRYING TO TELL ME?

AM I LETTING MY *IMPULSIVENESS* GET THE BEST OF ME?

ALL RIGHT, THRENODY, YOU'VE CONVINCED ME. FROM NOW ON I'LL *THINK* BEFORE I ACT.

AND IN DOING SO, I MAY VERY WELL BE SAVING *MY* LIFE...

"EXCEPT, WHY DO I HAVE THE FEELING THAT IT'S GONNA BE EASIER *SAID* THAN DONE?"

FASCINATING!

ONSLAUGHT'S *"GIFT"* SHIELDS MY PSIONIC PRESENCE FROM THE *POOR BOY.*

THE REST IS HISTORY...

NEXT
BECAUSE YOU DEMANDED IT
NATE vs. HOLOCAUST
-- ROUND 2!!

X-Men Unlimited #11 pinup by Scott McDaniel

Family relations among super heroes—especially that of siblings—always seems to be strained or non-existent. It's normal that Alex feels some healthy competition with Scott. But when he's down, who else is there to turn to?

Danny VanOver
Arlington, IL

MARVEL COMICS

X-MEN

JUN. '96 16

X-MEN

APPROVED BY THE COMICS CODE AUTHORITY

TM

DEATH

KNELL!

SKROCE LA ROSA

YESTERDAY RETURNS WITH A VENGEANCE.

HE REMEMBERS A WORLD WHERE THE MAD GENETICIST KNOWN AS **SINISTER** NURTURED ONE PARTICULARLY POWERFUL FAMILY TREE --

-- SEEDING THE STRONG AT THE EXPENSE OF THE WEAK --

-- FORGING A MUTANT WEAPON OF UNPARALLELED POTENTIAL NAMED **NATE GREY.**

A PLANET OF **ETERNAL APOCALYPSE**, WHERE HUMANITY PROPER HAD MARCHED STRAIGHT INTO A DEAD END.

WHERE EVOLUTION BELONGED TO **HOMO SUPERIOR**... TO MUTANTS.

THE MYSTERIOUS M'KRAAN CRYSTAL AT THE HEART OF THIS TWISTED REALM, HOWEVER, PROVED NOTHING MORE OR LESS THAN A **NEXUS OF INFINITE POSSIBILITIES.**

AND A SOLITARY SHARD OF THE CRYSTAL -- A SINGLE SLIVER OF TIME OUT OF PLACE --

-- BURIED IN THE BREAST OF HOLOCAUST, THE LAST LEGACY OF APOCALYPSE...

...TENDERED THE FINAL SEARING SOLUTION.

THE END OF AN ERA THAT WAS NEVER MEANT TO BE.

THERE ARE MOMENTS, IT'S TRUE, WHEN HE ALLOWS HIMSELF TO WONDER IF THAT COLD AND COLORLESS PLACE -- MORE SHADOW THAN LIGHT -- WAS ONLY A NIGHTMARE.

STAN LEE PRESENTS

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MORE OFTEN, NATE SUSPECTS THAT THIS IS THE DREAM.

FOR THE FIRST TIME EVER, HE PRAYS THAT IT IS.

THE VERY SIGHT OF THE IMPOSSIBLE BEING BEFORE HIM EVOKES THE ALL-TOO-FAMILIAR SOUND OF SHOUTS AND SCREAMS SHATTERING THE LONG NIGHT --

-- THE SICKENING STENCH OF BURNT AND BROKEN BODIES ON THE BREEZE, THE BITTER TASTE OF BLOOD IN THE AIR --

-- A TOUCH OF MADNESS.

HOLOCAUST?!

THE APOCALYPSE-SPAWN HERE...

... IN PARADISE?!

TRACKED YOU TO THIS *GREEK ISLE*, RACE-TRAITOR.

YOUR EXPRESSION ALONE IS WELL WORTH ABANDONING THE ADVANTAGE OF SURPRISE, GREY...

... AND NOW THAT I HAVE YOUR *ATTENTION* --

KOOM!

<HOLY --!?⊗

TRANSLATED FROM GREEK -- Jaye.

REALITY COMES CRASHING DOWN AGAIN.

KRAK

<NO... >

OOFF!

<DEAR LORD, WHAT IS HAPPENING?>

I'VE PSIONICALLY *SHUNTED* THE BRUNT OF THE ROCK FALL...

... BUT THAT BUTCHER WON'T HESITATE TO CUT EVERYONE DOWN LIKE --

CHATTEL, OF COURSE.

KRSSHHH

YOU CAN'T MEAN TO TELL ME YOU'VE GROWN *ATTACHED* TO THEM HERE AS WELL, BOY.

SUCH SMALL AND *FRAGILE* PLAY-THINGS?!

YEAAAAA!

A MERE MOMENT AGO --

-- JUST AROUND THE CRESCENT CROOK OF THIS TRADITIONALLY TRANQUIL COVE --

-- PEACE WAS A GENTLY DRIFTING CURRENT, A WARM WAVE OF CALM CONTENT.

SHE HAD COME TO THIS GREEK **ISLE OF EDEN** WITH YOUNG NATE GREY TO ESCAPE A WORLD THAT HATES AND HOUNDS THEM BOTH FOR A MUTUAL ACCIDENT OF BIRTH.

FOR THIS GIRL CALLED **THRENODY** IS ALSO A MUTANT, LIKE NATE.

A RARER BREED THAN IT MIGHT SEEM -- QUITE FEW AND FAR BETWEEN, IN FACT.

BUT EVEN AMONG THE UNCOMMON AND UNUSUAL, SHE IS UNIQUE...

...AN ENERGY-BATTERY OF A VERY SPECIFIC SORT.

WHA --

PAIN -- SO SUDDEN!

PULSING THROUGH EVERY VEIN IN MY BOD --

ARRGH!

EMPATHICALLY CONNECTED TO THE CRESTING, SWELLING SURF -- THE EBON EBB AND FLOW --

-- OF DEATH'S DARK SIDE.

IT'S DONE.

I WILL DELIVER THE BOY TO YOU IN --

WHO DARES SHARE YOUR TELEPATHIC CALL, MURDERER?!

Excalibur

WHO WOULD ANSWER FOR THE NEAR-DEATH OF THIS INNOCENT WOMAN...

THE ONE WHO *SENT* ME, GREY -- WHO SHIELDS ME FROM YOUR SO-CALLED *PSI-SCANS* --

-- IS INTERESTED IN *YOU*, AND YOU ALONE.

BARELY HAD TIME TO THROW UP A *TK SHIELD* AROUND EVERYONE... CAN'T TELL IF THEY'RE ALL OKAY.

I'M THE ONE WHO GETS TO REEL YOU IN.

THESE ARE *PEOPLE*, HOLOCAUST -- *HUMAN BEINGS*, ONE AND ALL --

-- WITH LIVES AND LOVES WE'LL NEVER EVEN KNOW ABOUT...

KRAK

... *NOT* PAWNS IN SOME PERVERSE GAME!

GET AWAY FROM THEM NOW, MONSTER --

STILL CAN'T... CATCH MY BREATH...

ALMOST SWEPT AWAY IN THAT SUDDEN SURGE OF DEATH-ENERGY.

SO FIERCE, SO *FINAL*...

... SO CLOSE.

THE BEACH WHERE I LEFT --

--NATE?!

EVEN THIS COLD DAMP DRIZZLE CANNOT DIM THE DAZZLE OF PARIS.

TO AVOID THE SHIMMER AND SHINE OF THE GLITTERING CITY OF LIGHTS, ONE SEEKS SHELTER...

... BEHIND CLOSED DOORS.

SHADOWS LINGER HERE.

SILENCE ECHOES.

FROM THE ODDLY ROMANESQUE HALLS--

-- TO THE SUMPTUOUSLY APPOINTED GUEST-CHAMBERS...

... THE HOUSE OF SELENE STANDS DARK AND STILL.

THE MUTANT MISTRESS OF IMMORTALITY HAS BEEN A LONG TIME GONE NOW.

AND IN HER ABSENCE, A SINGLE GARRET ROOM --

-- HIDDEN AMONG THE GOTHIC SPIRES AND TOWERING TURRETS --

-- LONG BOARDED AND BLACKENED AGAINST THE GLEAMING GLARE OF THE SUN...

... RECEIVES UNINVITED VISITORS.

PASS ME THE LAMP, EL...

KRK

... WE'RE IN.

MADELYNE PRYOR KNOWS THIS MANSE BETTER THAN SHE KNOWS HERSELF.

LITERALLY.

HER PAST IS A PUZZLE, SHROUDED IN QUESTIONS AND CONFUSION ABOUT HER VERY EXISTENCE BEFORE MEETING NATE GREY.

WHILE IN THE WEEKS SHE HAS LIVED HERE, MADELYNE HAS EXPLORED EVERY INCH OF HER HORIZONS ACCOMPANIED BY A SERVANT NAMED ELLA...

... PLEASANTLY SURPRISED TO DISCOVER VERY FEW BOUNDARIES SHE COULD NOT CROSS.

BUT THIS LOCKED DOOR WAS A NEW MYSTERY...

... FAIRLY *DEMANDING* TO BE SOLVED.

OH MY LORD...

PLEASE, MADAME, *S'IL VOUS PLAIT*...

... WE MUST NOT BE HERE.

I SHOULD NEVER HAVE SHARED THE SECRET OF M'LADY'S CONCEALED STAIRCASE.

YOU MUST LEAVE WITH ME BEFORE IT IS TOO LATE -- WE MUST STAY TOGETHER NOW --

FWWW

-- *SHE* IS COMING.

NONSENSE.

WIND'S JUST PICKING UP THROUGH THE CRACKS IN ALL THIS ROTTEN WOOD.

THE *STORM'S* ABOUT TO BREAK --

-- WIDE OPEN.

PARTY'S *OVER,* GIRLS.

SELENE HAS RETURNED.

AND I SEE I HAVE ARRIVED JUST IN TIME TO WITNESS YOUR DISCOVERY OF MY LITTLE HIDDEN LAIR, MADELYNE...

... YOUR REACTION PROVES YOUR *READINESS.*

I AM AT THE HEIGHT OF MY POWER NOW...

... BRIMMING WITH THE COLLECTIVE LIFE-ESSENCE OF AN ENTIRE CLAN OF MUTANT EXTERNALS.

BUT A DARK *TEMPEST* GROWS ON THE HORIZON, PROMISING TURMOIL AND TUMULT UNMATCHED IN *ALL* MY CENTURIES ON THIS PLANE...

... AND MY *HEIR-APPARENT* MUST MARK HER PATH THROUGH THESE DARK TIMES AHEAD, IF *WE* ARE TO SURVIVE.

SEE X-FORCE #53-54
--Jaye.

GREECE.

LISTEN TO ME, BOY.

OUR MISTAKE ON THE OLD WORLD WAS WORKING *AGAINST* EACH OTHER, WASTING YOUR ENERGIES AND MINE.

POWERS LIKE OURS -- *COMBINED* -- CAN BE USED TO WASH AWAY ALL THE TROUBLES AND STRIFE THAT PLAGUE THESE PATHETIC *FLATSCANS* OF YOURS.

NEVER, HOLOCAUST!

I WILL *NEVER* ALLOW YOU *OR* YOUR DEMON-SIRE TO PURGE LIFE ON THIS PLANET...

WOK

... IN *MORE* RIVERS OF *HUMAN BLOOD!*

QUITE A *CONFIDENT* YOUNG MAN YOU HAVE BECOME.

I *WILL* SHARE THIS WITH YOU, THOUGH...

... I NO LONGER SERVE THE *APOCALYPSE* YOU KNEW...

... A *NEW* ALLIANCE HAS BEEN FORGED.

HE TOLD ME YOU ARE *DYING*, NATE GREY.

CONSUMED BY THE FIRES WITHIN.

THE MAN BEHIND THE MASK OF *ONSLAUGHT* WOULD *SAVE* YOU, CHILD...

NEED A TK SHIELD --

-- CUSHION MY FALL.

EPILOGUE

"... FROM YOURSELF."

COME ON, *COME ON..!*

I SAW YOUR HAND *MOVING!* I KNOW I DID, I *SWEAR* I --

>hkk< >hkk<

YES...

TAKE IT EASY NOW, *HON.*

LOOKS LIKE A COUPLE OF FRACTURED RIBS, AT LEAST, MAYBE EVEN A BROKEN ARM.

YOU NEED TO GET TO A HOSPITAL AS SOON AS--

N-NO...

PLEASE...

MY *HUSBAND--*

-- YOU'VE *GOT* TO *HELP* MY HUSBAND!

ARRR!

I'LL... TRY.

BUT THE DAMAGE IS ALREADY *DONE.*

HE *REEKS* OF DEATH, ASSAULTING MY SENSES ON AN ALMOST PHYSICAL LEVEL THE CLOSER I COME.

AND IT SOUNDS LIKE HE'S IN UNIMAGINABLE --

-- PAIN..?!

PARIS...

BIT OF A *SHOCK* AT FIRST, I ADMIT...

BUT I COULD HARDLY CALL THEM PRISONERS, ELLA, BEHIND A DOOR UNLOCKED FROM WITHIN.

SIMPLY GUESTS THAT OVERSTAYED THEIR WELCOME, JUST AS SELENE SAID.

DROWNED IN FINE WINE, SHROUDED IN THE SOFTEST SATIN AND SILK...

... EACH AND EVERY FACE *ENRAPT*.

VICTIMS OF THEIR OWN *DESIRE*, FROM ALL APPEARANCES.

YES, *MADAME*...

... AS WITH SO MUCH ELSE IN THE SHADOW OF MISTRESS SELENE, HOWEVER, APPEARANCES CAN SO OFTEN BE --

CAPTIVATING.

HOPE I DIDN'T INTERRUPT ANYTHING, MY PETS...

... BUT I WAS *EAGER* TO SEE IF I'D MADE THE RIGHT SELECTION.

NOT EXACTLY TYPICAL OF THIS YEAR'S *SEVENTH AVENUE* STYLE STATEMENT, I'M SURE YOU REALIZE...

... BUT ALL THE RAGE IN MY CIRCLES.

AND IT *SUITS* YOU, MADELYNE.

FITS LIKE A GLOVE, IN FACT.

ALL OVER.

WHICH MAKES ME MORE THAN A LITTLE CURIOUS ABOUT THIS *"OLD CHUM"* YOU'RE SO ANXIOUS FOR ME TO CONNECT WITH.

BUT ONCE I REACH LONDON, HOW DO I FIND THIS *ROB ROY* OF YOURS..?

NO FEAR THERE, CHILD.

HE WILL MOST CERTAINLY FIND YOU...

GREECE.

YOU'RE *WEAKER*, GREY, WHETHER YOU KNOW IT OR NOT...

... HARDLY HALF THE MUTANT I FACED BACK HOME.

GUESS AGAIN, CHUMP.

THRENODY HAD JUST GOTTEN THROUGH TO ME --

-- FINALLY CONVINCED ME OF THE WISDOM OF MY OLD FRIEND FORGE'S WARNINGS --

-- THE NEED TO *CONTROL* MY PSI POWER BEFORE IT *KILLS* ME.

SO I HELD *BACK.*

AT FIRST.

KRAKOOM

IMPRESSIVE.

BUT ULTIMATELY INEFFECTIVE.

WITH NO *COSMIC CRYSTAL* TO PROTECT YOU THIS TIME --

-- NO BLOOD-RED SPLINTER TO *CONTAIN* MY OWN BLAZING FLAME--

POK

Uhhf...

--YOU ARE AS GOOD AS *OURS!*

FORGOT HOW INCREDIBLY *QUICK* THAT DEVIL CAN BE...

"... HOW RUTHLESS."

MY HUSBAND..?

WILL HE LIVE?

IF HE GETS HELP IN TIME.

BUT NOTHING LIKE THAT HAS *EVER* HAPPENED TO ME BEFORE.

I'VE FELT THE SUFFERING OF OTHERS IN MY MIND, BUT NEVER PHYSICALLY TOUCHED THE PAIN OF ONE.

NEVER BEEN IN DIRECT CONTACT WITH A WANING LIFE-FORCE BEFORE, ACTUALLY MEETING SKIN-TO-SKIN LIKE THAT...

... *SHARING* HIS AGONY AS MY OWN.

AND I'M BEGINNING TO HUNGER FOR MORE!

JUST YOU AND ME...

... SOON AS I CLEAR THE RABBLE FROM THE RUBBLE!

NO--!

BOOM

NO MORE VICTIMS, HOLOCAUST, NO MORE INNOCENT LIVES TORN APART BY YOU AND YOURS...

... THEIR SALVATION WILL BE MINE!

NATE..?!

I THINK THAT KID MAKES ENEMIES EVEN FASTER THAN *I* DO.

I'VE PRACTICALLY MONITORED THE WORLD FOR SINISTER -- YET, I DON'T RECOGNIZE THAT *FLYING FURNACE*. HOW COULD I NOT KNOW WHO HE IS?

DON'T UNDERSTAND WHAT'S GOING ON HERE...

"... BUT I AM CERTAIN THAT NATEY *CAN'T* MAINTAIN A *TELEKINETIC BUFFER* OF THAT SIZE AND STRENGTH FOREVER.

uhnn...

"AND I'M EQUALLY SURE THAT HE'LL IGNORE THE DANGER TO HIMSELF -- THE RISK OF BURNING OUT AGAIN --

-- AS LONG AS THERE'S A SINGLE OTHER *SURVIVOR* STILL ENDANGERED HERE.

YOUR HUSBAND CAN'T BE MOVED.

HELP THE OTHERS TO SAFETY...

... I'LL TAKE CARE OF HIM.

THAT I PROMISE.

HALF OF HIS BODY IS AS GOOD AS *GONE*...

... *CRUSHED* UNDER THE WEIGHT OF THIS BOULDER.

HE'S SUFFOCATING BEFORE MY VERY EYES... AND YET...

... STILL SO DESPERATE TO HOLD ON.

HARDLY TAKE MORE THAN A PUSH --

-- A *NUDGE*, REALLY --

-- OVER THE EDGE...

YEEAAAR

HHK HHK HHK

IT'S DONE.

STILL CHOKING... AS HE DID.

GOTTA REMAIN CALM --

-- *BREATHE* AGAIN.

ENERGY RUSH -- FLOODED MY BODY, MY MIND -- THE MOMENT HE PASSED ON.

AN' I GOTTA ADMIT...

... I *ENJOYED* IT.

INTERESTING.

A *PROACTIVE EMPATH* OF SOME SORT, I GATHER...

... SOMEWHAT WORSE FOR THE WEAR, UNFORTUNATELY.

NOTHING MORE THAN A PASSING INTEREST, I'M SURE, TO THE ONE WHO WOULD *WIN* THIS *HUMAN RACE.*

WHO, HOLOCAUST..?

WHO *SENT* YOU AFTER ME -- TOLD YOU WHERE TO FIND ME --

-- *WHO* IS THIS *ONSLAUGHT* YOU NOW SERVE?

WHO ON THIS WORLD *NEEDS* ME SO?

MIGHT BE ONE ANSWER TO ALL THOSE QUESTIONS, GREY.

ONLY ONE SURE WAY TO FIND OUT.

AND IF YOU WON'T COME WITH ME VOLUNTARILY... THEN SOME *PERSUASION* IS NECESSARY.

DON'T GIVE IN TO HIM, NATE, PLEASE...

... NOT FOR ME.

I'VE BEEN HALFWAY THROUGH *DEATH'S DOOR* MOST OF MY LIFE, I'M NOT SCARED OF DYING...

... BUT I WON'T CARRY *YOU* ON MY CONSCIENCE.

NOT YOU.

YOU DON'T HAVE ANY IDEA *WHAT* I REALLY AM, WHAT I'M CAPABLE OF.

I DON'T EVEN KNOW ANYMORE...

... PLEASE -- *PLEASE* --

-- GO!

I'M SORRY, THREN.

THAT'S NOT A CHOICE.

VERY WELL, HOLOCAUST... I AM YOURS.

...CONTINUED NEXT ISSUE!

Rogue: (rog) [16th—c. thieves slang] 1 a renegade. runaway 2 a woman scorned 3 a confidant or member associated with any outlaw band i.e.- X-Men 4 of physical beauty and high intelligence 5 troubled 6 possessed of the single involuntary mutant ability to absorb the memories, powers, and psyches of others through physical contact 7 one who has absorbed enhanced strength and flight abilities from Carol Danvers (see Ms. Marvel)

Rogue

X-Men Unlimited #11 pinup by Terry Dodson & John Dell

MARVEL® COMICS

X-MEN

JUL. '96 17

APPROVED BY THE COMICS CODE AUTHORITY

X-MEN™

SPECIAL ONSLAUGHT™ UPDATE INSIDE!

...AND A WARRIOR IS BORN!

SKROCE + LAROSA

THE SILENCE IS A LIE.

FOR A TELEPATH -- ABLE TO COMMUNICATE WITHOUT THE WEIGHT OF WORDS --

-- THIS SINGLE MOMENT BETWEEN SCREAMS OF SUFFERING AND THREATS OF WORSE TO COME...

...IS IN FACT, THE BRIEFEST OF OPPORTUNITIES.

C'MON, THRENODY -- C'MON --

WHAT ARE YOU WAITING FOR?!

LONG AS **HOLOCAUST** IS USING YOU AS A SHIELD, THREATENING TO TAKE YOUR HEAD OFF IF I SO MUCH AS TWITCH...

...I CAN'T RISK ANOTHER TELEKINETIC OR PHYSICAL ASSAULT.

I KNOW HOW YOU FEEL ABOUT MY MIND TOUCHING YOURS.

I REMEMBER ALL TOO WELL...

...AND I KNOW YOU'RE SCARED, BELIEVE ME.

BUT YOU NEED TO FOCUS ON MY THOUGHTS NOW. TRY TO HEAR ME...

...YOU'VE TASTED THE DEATH RELEASED IN HOLOCAUST'S WAKE. I CAN SENSE IT THROBBING THROUGH YOUR BLOOD, POUNDING IN YOUR SKULL...

YOU'RE TOO QUIET, ***GREY.***

SEEMS YOUR LITTLE SHOW OF SURRENDER IS MERELY A BLUFF.

IF YOU DON'T BREAK THIS *PSI-LENCE* -- AND CAST THAT BEADY LITTLE MIND WIDE ***OPEN*** FOR ALL TO HEAR -- BY THE COUNT OF THREE...

I CAN'T STALL HIM ANY LONGER.

DO IT, ALREADY, THRENODY...

...RELEASE THE ENERGY YOU'VE GOT STORED UP.

NO USE.

TWO.

ALL THE FEAR AND CONFUSION -- IN HER MIND -- THE INSANITY SHE TRIES TO COPE WITH EVERY DAY OF HER LIFE...

... IS OVERWHELMING HER...

... FLOODING MY TELEPATHIC CHANNEL.

NO CHOICE ANYMORE.

HAVE TO DO THIS *MYSELF.*

WEAVE MY WAY *THROUGH* THRENODY'S PSYCHIC CHAOS, CAREFULLY -- DELICATELY --

ONE.

-- PULL THE RIGHT "*STRINGS*" WITHIN, FIND THE RIGHT "*BUTTONS*" TO ACCESS HER OWN *MUTANT POWER*...

... AND *RELEASE* THE *DEATH-CHARGE* ALREADY BUILT UP IN HER SYSTEM.

SKRA

"GIVE HOLOCAUST THE RIDE OF HIS LIFE...

Stan Lee PRESENTS X-MAN IN:

ONE STEP FORWARD

TERRY KAVANAGH WRITER

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RICHARD STARKINGS AND COMICRAFT LETTERS

MIKE THOMAS COLORIST

JAYE GARDNER EDITOR

MALIBU ENHANCEMENT

BOB HARRAS EDITOR IN CHIEF

... FOR AS LONG AS IT LASTS.

ORPHAN AND OUTCAST SINCE THE EARLIEST MANIFESTATION OF HER MUTATION, THE GIRL NAMED **THRENODY** HAS KNOWN MORE THAN HER SHARE OF DEATH AND DESPAIR.

THIS DAY IS NO EXCEPTION.

BUT **DEATH**, SHE'S COME TO UNDERSTAND, CAN SOMETIMES BE AN EMPOWERING **EXPERIENCE.**

NATE GREY IS POWER.

PURE, SIMPLE...

... PSIONIC TO THE NTH DEGREE.

LIMITED ONLY BY THE POTENTIAL PRICE TO HIS PSYCHE, THE DEADLY DAMAGE DONE WITH OVEREXERTING HIS POWERS.

NATE...

... I THOUGHT WE AGREED, YOU ***PROMISED*** NOT TO OVERDO --

I PROMISED TO *TRY*, THREN.

BUT THE RULES ALL CHANGED THE MINUTE HOLOCAUST TOUCHED DOWN ON OUR LITTLE *GREEK PARADISE*...

... AS SOON AS THE BLOOD-SPAWN OF APOCALYPSE CAVED IN THE CLIFFSIDE -- CUTTING OFF THIS COVE FROM THE REST OF THE ISLAND --⊗

-- TURNING THE BEACH INTO A BATTLEZONE.

BLOOD-SPAWN..?

YOU'RE TELLING ME -- IT IS THE SON OF --

... THE APOCALYPSE?!

⊗ LAST ISSUE -- *Jaye.*

THE BE-ALL -- AND ***END***-ALL -- OF MY WORLD, THRENODY.

MY *EARTH.*

FOR SO LONG, I'D JUST ASSUMED I WAS THE ONLY SURVIVOR, EXILED HERE ALONE...

MARIE..?

MARIE --?!

NATE, TOO, IS ORPHAN AND OUTCAST.

BUT DEATH IS NO FRIEND AT ALL TO HIM.

MARIE?!

<HELP ME, PLEASE, SOMEONE -- ANYONE -->

<-- HELP MY WIFE... ⊗>

WE'VE GOT TO GET THESE PEOPLE OUT OF HERE -- *ALL* OF 'EM -- TOPSIDE...

... WHILE WE STILL CAN.

MORE OF THE PEOPLE ARE *HURT*, THREN. INJURED IN THE ROCK FALL HOLOCAUST CAUSED OR THEIR RUSH TO ESCAPE...

TRANSLATED FROM GREEK -- Jaye!

MY WIFE -- PLEASE, PLEASE... ah... SHE IS...

SHE'S...

SHE'LL *LIVE*.

TRUST ME ON THIS, GRAMPS.

YOU NEED TO GET HER TO A *HOSPITAL*, THOUGH -- TO A DOCTOR --

-- FAST.

I'M GOING TO GET YOU ALL TO SAFETY. PLEASE TRY TO REMAIN CALM.

I'M HERE TO HELP.

A TELEKINETIC NET --

KZZK

-- WILL LIFT US ALL UP!

HURRY, NATE!

THANK YOU, *THANK YOU*, THANK YOU...

FOR *NOTHING*, FREAKS.

FOR HIDING AMONG US -- FOR FIGHTING ANOTHER MUTIE MONSTER IN THE MIDST OF NORMAL PEOPLE --

--FOR KILLING MY HUSBAND ...

... ON OUR HONEY-MOON.

TO TELL THE TRUTH, LADY -- WHICH *I WON'T* --

-- YOUR HUSBAND FELL TO ME, I HAD NO OTHER CHOICE.

NO OTHER WAY.

WHAT IS--

LAST ISSUE AGAIN -- Jaye.

KRAKOOM

uhnn...

HOLOCAUST

LIVING POWERHOUSE OF BIO-PLASMIC ENERGIES THAT DEFY DEFINITION, ONCE AND FUTURE HEIR TO THE MANTLE OF EN SABAH NUR, THE MUTANT APOCALYPSE.

DEATH HIMSELF.

-OUCH-

THAT ALMOST HURT.

THE OTHER FUGITIVE OF THE TANGLED TAPESTRY THAT ONCE WAS NATE GREY'S REALITY...

...A STARK AND BARREN REALM OF RUTHLESS MUTANT SUPREMACY, UNCHECKED BY THE CONSCIENCE OF A SOLITARY MAN.

ONE LONE MAN KNOWN TO OUR OWN WORLD AT LARGE AS...

PROFESSOR CHARLES XAVIER.

WHAT HAVE YOU PEOPLE HEARD OF HIM..?

AS DAY FALLS INTO NIGHT, LONDON IS LOST TO ITS SHADOWS.

THE MUTANT-HUMAN RIGHTS ADVOCATE -- THE *'MERICAN?!*

RECENTLY..?

NOTHIN' MUCH, SIR, NOW THAT Y'MENTION IT.

'COURSE, OUR UNDERGROUND AND THEIRS 'AVEN'T 'AD MUCH CONTACT SINCE THE *HELLFIRE* INCIDENT A FEW YEARS BACK.

WHATEVER IT TAKES, *CRAKEN* -- WHATEVER THE COST -- I NEED INFORMATION FROM *THE STATES* AS OF YESTERDAY.

ELSEWHERE IN THE ESTABLISHMENT, A YOUNG WOMAN IS BEGINNING TO CATCH THE EYES OF THOSE AROUND HER.

MADELYNE PRYOR IS THE ONLY NAME SHE KNOWS --

-- HER PAST REMAINS A QUESTION BEST LEFT UNASKED...

SINCE THAT CLEAN, CLEAR MORNING LONG MONTHS AGO, WHEN SHE **DISCOVERED** THE LOST AND LONELY NATE GREY IN THE HEART OF THE **SWISS ALPS** --

-- SHAKEN AND SHOCKED TO THE CORE OF HIS SOUL BY THE UNSPEAKABLE TRAUMA OF HIS PASSAGE TO THIS PLANE.

BULLSEYE.

SHK

ANOTHER ROUND ON *SHORTY*, OSC.

MAKE MINE A *REMY*.

*HERE AND NOW, THOUGH, IN LEAGUE WITH A DISTANT **OTHER** -- AN AGELESS MUTANT OF UNQUENCHABLE POWER AND AMBITION --*

-- SHE IS SOMETHING ELSE...

FASCINATING.

THE WOMAN'S DARTS ARE NOWHERE NEAR AS ACCURATE AS IT WOULD FIRST APPEAR.

AN INTENTIONAL ILLUSION OF SOME SORT, PERHAPS, A MINOR MANIPULATION OF MORE MODEST MINDS..?

... OR THE VERY DISTINCT POSSIBILITY THAT ALL ARE SIMPLY AS ***MESMERIZED*** BY THE UNDENIABLE *"PRESENCE"* OF THIS INCREDIBLE CREATURE --

" --HAIR LIKE THE FIRES OF DAWN, FANNING AND FLAMING THE SMOLDERING SPARK IN HER BURNING EYES --

-- AS I MYSELF...

A CARAFE FROM MY ***PRIVATE*** STOCK, OSCAR.

AND ***TWO*** GOBLETS.

FORGIVE ME, MY DEAR...

... BUT I TOOK THE LIBERTY OF PRESUMING YOUR APPRECIATION FOR THE *FINER* THINGS IN LIFE.

THE NAME IS *FITZROY.*

TREVOR FITZROY.

AT THE RISK OF SUCH AN *OBVIOUS* CLICHÉ, THERE IS SOMETHING TRULY... FAMILIAR ABOUT YOUR FACE.

--TO AN EXPLORATION OF ALL THE POSSIBILITIES...

THANK YOU...

... NO.

I'VE HAD MY FILL.

YET I CANNOT IMAGINE FORGETTING SUCH AN EXQUISITE YOUNG WOMAN, NO MATTER HOW PASSING OUR ACQUAINTANCE.

I WAS HOPING YOU'D CARE TO RAISE A GLASS OF THE BEST THE HOUSE HAS TO OFFER -- *JOIN ME* IN A TOAST --

SHE IS A HUNTER AMONG HUNTERS.

GREECE...

I GAVE YOU TWO CHOICES, MUTANT.

ONE CHANCE.

DO OR DIE.

SURRENDER GREY TO ME, WATCH HIM WALK WILLINGLY INTO THE FOLD OF THE *NEWLORD ONSLAUGHT*...

...OR WITNESS HIM DRAGGED, BROKEN AND BLEEDING, OVER YOUR OWN TORN AND TATTERED CORPSE.

THRENODY --!

GOTTA GET TO HER BEFORE --

YOU DUG YOUR GRAVE, CHILD.

NOW *LIE* IN IT!

CHOOM

LOOK OUT!

OOOOPH!

NATE -- NO --

SHSHSHOOM

BAD PLAY, GREY.

YOU AND ME, ONE-ON-ONE, *MUTANT TO MUTANT*--

-- *NO* CONTEST.

NEVER WAS.

GOT... THAT RIGHT...

A LESSON *YOU'RE* ABOUT TO LEARN, HOLOCAUST--

ZZKRZZ

-- ONCE AND FOR ALL --

THE HARD WAY!

IN THE BLINK OF AN EYE, NATE TELEKINETICALLY LIFTS UPWARDS...

...CREATING A NIGH IMPENETRABLE TK SPHERE AROUND HIMSELF AND HOLOCAUST.

YOU WANTED ME, BUTCHER -- YOU DOGGED ME ACROSS TWO WHOLE WORLDS LIKE SOME LOUSY BLOODHOUND --

--YOU GOT ME!

ALL O' ME.

JUST THE WAY I LIKE IT.

LET'S DANCE.

OH, NATE --

-- WHAT HAVE YOU GONE AND DONE NOW?

LONDON...

ALL ROADS STILL LEAD TO NATE, IT SEEMS.

I'M IN A BEAUTIFUL OLD CITY -- ON A SIMPLE FORAY FOR A MISTRESS WHO'S BEEN GOOD TO ME--

-- AND ALL I CAN DO IS *WONDER*...

WONDER IF I'VE EVER BEEN HERE BEFORE. IF I'VE EVER BEEN TO THE *AMERICAS*-- OR *ASIA*, OR *AFRICA*, FOR THAT MATTER.

-- IF I'VE EVER EVEN BEEN ANYWHERE BUT THE REGIONS OF *EUROPE* I FOUND MYSELF WANDERING WITH...

SURPRISE, MY DEAR.

I DECIDED TO ACCEPT YOUR GRACIOUS INVITATION AFTER ALL.

TREVOR FITZROY IS NOT THE MODERN GENTLEMAN HE APPEARS TO BE.

*MUTANT REFUGEE FROM A FUTURE THAT MUST NEVER HAPPEN -- A LONG NIGHT TO COME WHEN **HOMO SAPIEN** AND **SUPERIOR** ALIKE HAVE BOTH FALLEN VICTIM TO THEIR OWN WORST INSTINCTS--*

-- POWER TODAY IS HIS FOR THE ASKING.

AN INVITATION YOU IMAGINED, I'M AFRAID.

I LOOKED ONLY TO *FIND YOU*, Mr. FITZROY...

... FOR SOMEONE ELSE.

BUT TREVOR NEVER ASKS.

FOR ANYTHING.

YOUR FIRST STALEMATE, MY PURRING HELLCAT.

COULD YOU TRULY BELIEVE IT MIGHT END WITH SUCH A TANTALIZING ENCOUNTER -- WITHOUT THE SLIGHTEST TASTE OF SO MUCH MORE TO COME --

-- ONCE *I* HAD FOUND *YOU*...

=PPH=

WHO -- WHAT -- IN THE WORLD *ARE* YOU, WOMAN..?

SUCH A COLD AND HOLLOW FIRE, NO NATURAL FLAME TO SPEAK OF..?

WHAT'S THE MATTER, FITZROY?

YOU DON'T WANT ME ANYMORE..?!

ZZKRZZ

NAAATE !?

TELL ME, HOLOCAUST-- TELL ME BEFORE WE DESTROY EACH OTHER ABOVE A WORLD WE NEVER GOT TO KNOW--

-- WHO IS THIS ONSLAUGHT YOU SERVE HERE AND NOW?!

THE ANSWER WOULD HARDLY SURPRISE YOU, LITTLE *X-ILE.*

BUT HIS FINAL GIFT, THE SELFSAME TELE-SCREEN THAT ALLOWED ME TO AMBUSH YOU IN THE FIRST PLACE...

... STILL SERVES TO PROTECT ME FROM YOUR CRUDE *PSI-PROBES.*

IF YOU WOULD REALLY KNOW THE TRUTH--

-- IF YOU ARE FINALLY MAN ENOUGH TO FACE THE *NEWLORD OF THE MILLENNIUM*--

" -- JOIN US... "

SLAP

SHE SENT YOU, DID SHE NOT..?

YOU ARE MERELY THE TAIL OF THE CAT, WAGGED TO LURE ME OUT INTO THE OPEN...

... TO EXPOSE ME TO THE *WITCH OF ALL WITCHES.*

BUT IN *MY* TIME --

-- THE *END OF AN ERA* THAT I WILL LIVE TO RULE --

-- DO NOT DARE DOUBT IT --

-- WE BUILT A BETTER MOUSE-TRAP!

POW

uhnn...

YOU ARE RESILIENT, GHOST.

AND FAST.

WELL WORTHY OF THE PROWL.

BUT MY OMNIUM MESH ARMOR IS IMPERVIOUS TO ALL KNOWN FORMS OF ENERGY AND IT'S *CYBER-LINKED* DIRECTLY TO MY CENTRAL NERVOUS SYSTEM--

-- WHICH IS HYPER-STIMULATING MY STRENGTH AND SPEED ENDORPHINES EVEN NOW--

-- MAKING ME THAT MUCH *FASTER...*

"... AND FAR, FAR STRONGER."

NEVER HAPPEN... HOLOCAUST--

-- NEVER!

I'LL NEVER BOW TO THE *BEAST* YOU OBEY...

POW

... NEVER, EVER KNEEL TO THE NIGHTMARE YOU PROMISE!

NOT THEN OR NOW, DEVIL --

-- NOT *EVER* --

--NOT IN *THIS* LIFETIME!

ZZKRZZ

I AM *NO* GHOST, CERTAINLY.

APPEARS YOU'VE MISJUDGED ME, TREV.

WHUD

AND I PREFER TO BE CONSIDERED...

WUK

... THE *CLAW* OF THE CAT!

SKRAASSH

YOUR LAST MISTAKE, FITZ...

A FATAL FLAW, REALLY.

TREVOR HAS EVER SUFFERED A ***WEAKNESS*** FOR THE WOMAN HE WOULD USE.

AND A DANGEROUS HABIT OF UNDER-ESTIMATING US.

Y-YOU--

-- IT IS YOU --

-- SELENE... !

ALL SHE HAS BEEN ACCUSED OF AND SO MUCH MORE.

MUTANT MISTRESS OF DECEPTION, DEATHLESS VAMPIRE OF THE NIGHT, AND ONCE-REIGNING **BLACK QUEEN** OF THE INFAMOUS **HELLFIRE CLUB** ITSELF...

... MOTHER OF ALL WHO **PREY** ON THE LIVING AND THE DEAD.

INDEED, FITZROY.

THE VERY WOMAN YOU WATCHED UNRAVEL -- QUITE LITERALLY, OVER AND OVER AGAIN -- BEFORE YOUR VERY EYES, AN IMMORTAL LEFT TO AN ETERNITY OF MORTAL AGONY.⊗

SEE UNCANNY X-MEN #301 -- Jaye.

MUCH AS I RELISHED THE IRONY OF WITNESSING -- FROM AFAR, OF COURSE -- THE EVENTUAL BETRAYAL OF YOUR OWN MUTANT POWERS... ⊗⊗

... YOUR ***LONG***, SLOW RECOVERY WAS TORTURE FOR US BOTH.

⊗ AT THE HANDS OF CABLE IN X-FORCE #33 -- Jaye.

VENGEANCE IS A GRAND AND GLORIOUS FIRST OFFERING, LADY MADELYNE --

-- WITH SO MUCH MORE STILL TO OFFER...

N-NO NO...

NOOOO

YOUR VICTORY, BOY -- SUCH AS IT IS --

-- IS PYRRHIC AT BEST.

YOU HAVE BARED YOUR *ALL* NOW, YOUR POSIBILITIES AND POTENTIAL...

YOUR LIMITS AND LIABILITIES.

YOUR OWN POWER WILL BE THE DEATH OF YOU YET. NATE GREY.

ONSLAUGHT HIMSELF WILL SURELY COME FOR YOU NOW.

"IN PERSON..."

WE CAN'T KEEP DOING THIS, YOU KNOW? EVERY TIME YOU FALL INTO BATTLE YOU RISK YOUR LIFE.

WE HAVE TO FIND HELP.

IF WE CAN REACH MUIR ISLAND, CONTACT THE X-MEN IN --

NO.

I HAVE REASON NOT TO TRUST ANY WHO WEAR THE COLORS OF *XAVIER*, THRENODY...

... YOU KNOW THAT.

THAT CASE, NATE, THERE ARE OTHER *HEROES* ON THIS WORLD -- POWERFUL HEROES THAT WILL HELP -- IN THE CITY OF *NEW YORK*.

THERE'S A PLACE CALLED *AVENGERS' MANSION*. T'START, OR YOU COULD LOOK FOR THE *FANTASTIC FOUR* AT THE *BAXTER* --

I'M LISTENIN' THREN.

TELL ME ABOUT THESE AVENGERS...

NEXT MONTH: STRANGE ALLIANCES...

GUEST-STARRING X-FORCE

BUT FIRST, BE SURE TO PICK UP AVENGERS #400 ON SALE NEXT WEEK!

MARVEL COMICS

X-MEN

JUNE '96 53

APPROVED BY THE COMICS CODE AUTHORITY

X-MEN®

In the clutches of...

ONSLAUGHT™

SALEM CENTER, NEW YORK...

DIRECTIONS? CERTAINLY, MISS. THE *DRESS SHOP* IS TWO BLOCKS STRAIGHT DOWN.

MY *PLEASURE*... YOU HAVE A *PLEASANT DAY* NOW, HEAR?

TRANSLATION: "PLEASE WALK UP AND DOWN MY NAKED CHEST IN STILETTO HEELS."

SUN DRESSES? WE HAVE SOME IN THE *REAR*... AND WON'T YOU LOOK *LOVELY* IN THEM!

TRANSLATION: "YOU'RE A *SIZE EIGHT*, AREN'T YOU?"

"I HATE YOU."

35% OFF

10%

20%

THIS IS NEW.

ARAMANDI.

VERY CHI-CHI.

TAKE A LOOK IN THE *MIRROR*...

TRANSLATION: "EEEEWW. YOU'RE ONE OF THOSE WEIRDOS FROM THAT CREEPY *XAVIER* MANSION UP THE ROAD."

"WHAT'S THE STORY WITH *YOU* FREAKAZOIDS?"

%

WELCOME TO A DAY IN THE LIFE OF A TELEPATH.

*YEARS AGO, **JEAN GREY** RESIGNED HERSELF TO THE **MADNESS** THAT WHAT PEOPLE **SAID** AND WHAT THEY **THOUGHT** WEREN'T OFTEN THE **SAME**.*

NORMALLY, SHE'S QUITE ACCOMPLISHED AT TUNING OUT THE HYPOCRISY... BUT WHEN HER GUARD IS DOWN...

*...WHEN SHE'S JUST TRYING TO HAVE A DECENT SATURDAY... SCREENING'S SIMPLY TOO MUCH OF A **CHORE**.*

STILL, SHE'S LEARNED TO GRIN AND BEAR IT. PEOPLE HAVE THEIR SECRETS. THAT'S JUST THE WAY THEY ARE.

LITTLE DOES SHE REALIZE THAT TODAY, HER ETERNAL PATIENCE WITH THAT ASPECT OF HUMAN NATURE...

... WILL BE PUT TO A TERRIFYING TEST.

HELLO, JEAN.

YOU DO NOT KNOW ME... BUT TRUST ME...

... WE HAVE MUCH TO DISCUSS...

STAN LEE PRESENTS AN ADVENTURE OF THE X-MEN

FALSE ROOTS

THE EVENTS IN THIS ISSUE TAKE PLACE AFTER X-FORCE #55 – Bob!

MARK WAID STORY ANDY KUBERT PENCILS CAM SMITH WITH AN ASSIST FROM JOHN DELL ON P. 6 INKS

RICHARD STARKINGS AND COMICRAFT LETTERING JOE ROSAS COLORS MALIBU ENHANCEMENT BOB HARRAS EDITOR

THIS IS THE *ASTRAL PLANE!* BUT HOW DID I GET..?

WHO ARE..?

I BROUGHT YOU HERE. CALL ME A *SYMPATHIZER.* A *KINDRED SPIRIT* OF THE *HOMO SUPERIOR* RACE.

SOMEONE ANXIOUS TO *PREPARE* YOU FOR YOUR ROLE AS A *KEY PLAYER* IN THE DAYS SOON TO *COME...*

...THE DAYS IN WHICH *HUMAN-MUTANT RELATIONS* WILL FINALLY...

...AFTER *DECADES* OF MISDEEDS AND *MISTRUST...*

...REACH THEIR *ULTIMATE FLASHPOINT.*

FLASHPOINT? THAT'S A LITTLE *DRAMATIC,* ISN'T IT?

TIMES ARE BAD FOR MUTANTS... AS BAD AS THEY'VE EVER *BEEN,* MAYBE...

...BUT WE FIGHT FOR A *BRIGHTER* TOMORROW. WE SHARE A --

"DREAM"? YOUR *PRECIOUS PROFESSOR'S* DREAM?

YOU... *KNOW* ABOUT..?

ALL TOO WELL. DO YOU THINK *HE* KNOWS WHAT THESE PEOPLE DREAM OF..?

AND YOU SAY SHE *VANISHED* FROM THE *DRESSING ROOM? OKAY,* MA'AM... I'LL GET RIGHT *ON* IT.

I HEARD HER *CRY OUT.* I HOPE SHE'S ALL *RIGHT...*

SHE *SEEMED* LIKE SHE WAS *NICE...*

WELL, *SWELL.* LIKE I NEED *THIS* GRIEF AT *LUNCHTIME.*

SHOPLIFTER. NO DOUBT *ABOUT* IT.

GOOD *RIDDANCE,* YOU *XAVIERETTE.*

FEAR AND LOATHING IN WESTCHESTER. NICE TO KNOW THEY CARE SO DEEPLY.

HOW DO YOU DEAL WITH THAT SORT OF DUPLICITY ON A DAILY BASIS?

YEARS OF COPING... AND A SHRED OF COMPASSION.

HOW DO YOU KNOW ABOUT ME... ABOUT US? WHO ARE YOU?

I AM FRUSTRATION.

WHAT DOES THAT MEAN..?

WAIT! WHAT ARE YOU --

NO! THE PEOPLE! THEY --

?

AN ILLUSION..?

WISH FULFILLMENT. FORGIVE ME.

I BECOME RATHER... TEMPERAMENTAL WHEN CONFRONTED WITH THE DUALITY OF HUMANS.

COME. LET ME SHOW YOU HOW THEY KEEP THEIR SECRETS...

SALE

NEW JERSEY.

THE GARDEN STATE.

INSIDE THE CARCASS OF WHAT WAS ONCE A THRIVING FACTORY...

...THERE EXISTS A FRESHLY-LAID BRICK WALL.

AND BEHIND THAT WALL...

...WHAT'S LEFT OF AN X-MAN.

DAYS AGO, HANK McCOY -- AKA THE BEAST -- WAS LURED HERE AND IMPRISONED BY A MALEVOLENT DOPPELGANGER.

HANK HAS BEEN LEFT HERE TO ROT... BUT UNFORTUNATELY...

...NOT TO DIE.

X-MEN UNLIMITED #10 -- Bob.

WOULD THAT HANK'S WILL WERE AS STRONG AS THE CHAINS THAT BIND HIM.

SO FAR, HE HAS ANGRILY SPURNED THE LIFE-SUSTAINING CHARITIES OF HIS CAPTOR.

PULL YOURSELF TOGETHER, McCOY. YOU WANT TO GIVE UP...

...BUT YOU DARE NOT.

IN TIME, HOWEVER... SPITE HAS BECOME A POOR SUBSTITUTE FOR WATER...

CAREFUL... CAREFUL.

CONSERVE IT. THERE CAN'T BE MUCH.

SO PARCHED... I NEED MORE... THAN THESE MEAGER DROPS...

COME ON. GIVE ME MORE... JUST A LITTLE...

JUST A LITTLE --

KRAK

NO.

NOOOO!

FWSHH

NOOOO...

WELL DONE, YOU OVERZEALOUS FOOL. THAT'S IT. THE END.

NO FOOD... NO WATER...

... NOTHING LEFT BUT...

...

...HOPE..?

THE DRAINING WATER... REVEALING A HIDDEN TRAP DOOR...

...AND PERHAPS... JUST PERHAPS...

...A WAY OUT OF HERE...

MANHATTAN.

I DON'T *LIKE* THIS. *WHOEVER* HE IS, I CAN'T GET INTO HIS *HEAD* -- AND HE *LIKES* THAT.

HE'S TRYING TO *RATTLE* ME -- BUT *WHY?* I DON'T --

THIS? THIS IS WHAT YOU WANTED TO *SHOW* ME?

GRAYDON CREED'S CAMPAIGN CENTER?

IT'S *FAMILIAR* TO YOU, THEN?

AS FAMILIAR AS THE SMELL OF *ROTTEN EGGS.*

YOU PICKED A *STRANGE PLACE* TO MAKE A PITCH ABOUT *HUMAN HYPOCRISY,* Oh GHOST OF CHRISTMAS FUTURE.

THERE'S NOT A HYPOCRITE *IN* THIS ROOM.

GRAYDON CREED'S RUNNING FOR PRESIDENT ON AN *ANTI-MUTANT* PLATFORM, AND --

-- STOP THE *PRESSES* --

-- *ALL* HIS PEOPLE STEW WITH A *HATRED* FOR MUTANTS THAT GOES RIGHT DOWN TO THEIR *BONES.*

YOU DON'T GET ANY MORE ABOVE-BOARD THAN *THAT.*

CREED '96

ARE YOU SO *CERTAIN?*

LET'S *LISTEN,* SHALL WE..?

... TOOK NEW HAMPSHIRE *AND* IOWA THANKS TO YOU, STEVEN. YOU'RE THE BEST *CAMPAIGN MANAGER* I'VE EVER *HAD,* MY BOY.

YOU SHOULD SEE THIS MORNING'S *GALLUP.* WE'VE GOT A *ROCK-SOLID LEAD...*

...Mr. *PRESIDENT.*

HAIL TO THE *CHIEF*, STEVEN! HAIL TO THE *CHIEF!* WE'LL SHOW THOSE MUTANTS WHO'S *BOSS*, WON'T WE?

NOT A DOUBT IN MY *MIND*, SIR!

I'LL KEEP SPREADING THE *GOOD WORD* ABOUT *GRAYDON CREED*...

... AND THAT WORD IS "*SAP.*"

MUTANTS, *SCHMUTANTS.* I DON'T CARE ABOUT 'EM ONE WAY OR *ANOTHER*, YOU POMPOUS *IDIOT.*

ALL THAT MATTERS TO *ME* IS DRIVING THIS BANDWAGON STRAIGHT UP *PENNSYLVANIA AVENUE.* I PULL THAT *OFF*...

... AND THEY'LL CALL ME THE *KINGMAKER.*

...LITTLE OLD *ME*...

HOW'S *THAT* FOR HYPOCRISY? THE X-MEN'S DREAM OF *HUMAN-MUTANT HARMONY* WON'T WIN *THAT* ONE OVER, WILL IT? IT *CAN'T.*

HE HAS *NO FEELINGS* TO *APPEAL* TO. MUTANTS DON'T EVEN *MATTER* TO HIM. HE'LL PERSECUTE YOU JUST BECAUSE IT'S IN HIS *DAYMINDER* TO DO IT.

HYPOCRISY. *DUPLICITY.*

I'M *AWARE* OF IT. THIS IS *EXACTLY* WHY I ENDEAVOR TO SHUT *OUT* THE THOUGHTS OF ORDINARY PEOPLE.

BETTER *YET*, THIS IS WHY I *SURROUND* MYSELF WITH *FRIENDS.*

PEOPLE I TRUST *IMPLICITLY* TO SHOOT *STRAIGHT* WITH ME ABOUT HOW THEY *REALLY FEEL.*

YOU DON'T SAY.

AND WHAT IF I SHOWED YOU THAT THOSE DEAREST *TO* YOU... THOSE MOST *LIKE* YOU... HARBOR SECRETS OF THEIR *OWN..?*

COLORADO.

WHERE, FOR THE NINTH CONSECUTIVE HOUR...

...BETSY BRADDOCK SCREAMS.

AIEEE!

WHERE THE NERVES OF WARREN WORTHINGTON III -- THE X-MAN KNOWN AS THE HIGH-FLYING ARCHANGEL -- ARE SHAVED TO AN EDGE... NOT JUST BY BETSY'S CRIES... BUT BY --

-- THE SHADOWS. THEY'RE WHAT'S KILLING HER.

I DON'T KNOW WHERE THEY CAME FROM... BUT THEY FALL AND RISE WITH HER PAIN.

I THOUGHT I COULD GET HER AWAY FROM THEM... BUT THEY... THEY FOLLOWED US HOME...

WUH...

...WARREN..?

SHHH. I'M RIGHT HERE, SWEETHEART. I WANT TO HELP, BUT I DON'T KNOW WHAT TO --

WAIT...

UNCANNY X-MEN #333 -- Bob.

THE SHADOWS...

...THEY'RE DRAWING TOGETHER AGAIN...

HHNNUNH

...INTO A FORM...

HNNUNHN

...ALMOST... HUMAN..?

-GASP-

WARREN, IT'S--!

WARREN, GET BACK! GET --

HHHNNNGH!

JUGGERNAUT?

WHERE... WHERE *AM* I..?

YOU DON'T *KNOW?*

HE *DOESN'T.* I'VE SCANNED HIS *MIND.* HE'S BEEN... SOMEPLACE *ELSE...* IN *SHADOW.* IT'S NOT CLEAR *WHERE.*

SOMETHING *DREW* HIM HERE. THERE'S SOME... *CONNECTION* BETWEEN US?

THAT'S NEWS T'*ME,* SISTER. NOW, IT'S *MY* TURN TO TALK.

I GOT SOMETHIN' T'*SAY.* SOMETHIN' *HUGE.*

I KNOW A *SECRET* ABOUT SOMEBODY. AND IT'S A *KILLER.* I BEEN THINKIN' THAT IF I DON'T TELL YOU *X-MEN* GUYS ABOUT IT...

... WELL, IT'S GONNA BE *TOO LATE* FOR *ALL* OF US. SO HERE *GOES.*

FINE. *SPILL.* WHAT'S SO *IMPORTANT?*

IT'S...

...H-HE'S...

...I'VE S-SU-SEEN...

WHAT? TELL US!

HE WANTS TO...

...BUT HE CANNOT.

FOR THE VERY FIRST TIME, THE UNSTOPPABLE JUGGERNAUT HAS COME ACROSS A BARRIER THROUGH WHICH EVEN HE CANNOT BREAK --

-- A MENTAL BLOCK THAT PREVENTS HIM FROM SPEAKING A TRUTH THAT MAY SAVE THE WORLD.

HE FIGHTS IT -- FIGHTS HARD --

-- AND FINALLY --

-- SURRENDERS.

Ah... THE HECK WITH IT!

LOOK OUT!

FOR HEAVEN'S SAKE, JUGGERNAUT -- WE'RE ATOP A CLIFF!

YEAH?

SO?

FW

THE GROUND'LL BREAK MY FALL.

Heh.

GREAT. SO I GUESS I'M WALKIN' T' WESTCHESTER.

MUCH AS I HATE T'THROW IN WITH THOSE MOOKS CHARLIE CALLS HIS STUDENTS...

... THERE'S ONLY ONE MUTIE ON EARTH I TRUST T'FIGGER OUT WHAT MY THICK SKULL IS HIDIN'...

THE XAVIER INSTITUTE FOR HIGHER LEARNING...

THE *MANSION?* HE KNOWS WHERE WE *LIVE?*

HOW COULD HE HAVE LEARNED ALL THIS WITHOUT US BEING AWARE?

THOSE *DEAREST* TO ME, YOU SAY?

I'M CALLING YOUR *BLUFF.* YOU MEAN *SCOTT,* DON'T YOU? TRY *AGAIN.*

MY HUSBAND AND I SHARE AN INTIMACY I DOUBT SOMEONE LIKE YOU COULD EVEN *BEGIN* TO FATHOM.

DON'T EVEN *TALK* TO ME ABOUT *SCOTT SUMMERS.*

HE HASN'T HAD AN INDEPENDENT THOUGHT SINCE HE WAS *FIFTEEN.* HE *HAS* NO WILL OF HIS OWN.

HE'S THE *DOTING LAPDOG* OF YOUR *MENTOR...*

... PROFESSOR CHARLES XAVIER.

THE PROFESSOR? YOU REALLY THINK YOU'RE GOING TO SHOW ME SOMETHING ABOUT THE PROFESSOR THAT I DON'T ALREADY KNOW?

CONGRATULATIONS ON *OVERPLAYING* YOUR *HAND.*

NOW I'M HAVING A *TOUGH TIME* TAKING YOU *SERIOUSLY.*

THE NEW YORK TIMES

CREED LEADS

THE *PROFESSOR* AND I ARE TWO OF THE MOST POWERFUL TELEPATHS ON *EARTH.*

WE'VE SHARED SECRETS *NONE* OF THE OTHER X-MEN HAVE *EVER* KNOWN.

LET ME SHOW YOU WHO YOU'RE ACCUSING OF *HYPOCRISY,* PAL.

YOU FOLLOW ME.

LET'S TAKE A LITTLE FLIGHT DOWN *MEMORY LANE* SO YOU CAN GET THE *FACTS* STRAIGHT.

I'VE KNOWN PROFESSOR XAVIER SINCE I WAS A *CHILD*. HE TOOK ME UNDER HIS CARE FROM THE TIME I FIRST BEGAN TO *MANIFEST* MY POWERS.

I TRUSTED HIM *COMPLETELY* AND *TOTALLY* FROM THE MOMENT WE MET --

-- AND COMING FROM A *TELEPATH*, LET ME *REMIND* YOU -- THATS SAYING A *LOT*.

WE'VE *ALWAYS* SHARED A *UNIQUE BOND*.

BEST *EXAMPLE*.

WHEN HE WAS FORCED TO FAKE HIS OWN *DEATH* IN ORDER TO AVERT AN *ALIEN INVASION*, *I* WAS THE ONLY ONE HE TRUSTED WITH THE TRUTH.

NOT *SCOTT*. NOT *HANK* OR *BOBBY* OR *WARREN*. JUST *ME*. WE REALLY *ARE* OF THE SAME MIND.

NICE *TRY*... BUT HE'S A *FATHER* TO ME, AND I KNOW HIM LIKE *NO OTHER*.

UNCANNY #42-65.
-- Bob

Oh, *REALLY..?*

YOU NAIVE *GIRL.*

IF YOU *TRULY* WANT TO KNOW XAVIER'S *MIND...*

...YOU'VE *GOT* TO DIG DEEPER THAN *THAT.*

IF YOU THINK YOUR PRECIOUS *FATHER-FIGURE* IS THE EMOTIONAL *PURITAN* YOU *CLAIM* HE IS...

...THE *ETERNAL PARAGON* OF *HONORABLE* AND *FORTHRIGHT BEHAVIOR* YOU *BELIEVE* HIM TO BE...

...THEN TAKE A LOOK AT *THIS* REPRESSED MEMORY.

Hmm.

EARLY DAYS FOR US.

NICE *TIMES...*

BE *CAREFUL,* JEAN.

DON'T WORRY, SIR. REMEMBER HOW WELL YOU'VE *TRAINED* US...

"DON'T WORRY." AS IF I COULD *HELP* WORRYING ABOUT THE ONE I *LOVE.*

BUT I CAN NEVER *TELL* HER. I HAVE NO *RIGHT...*

THE ONE I *LOVE*

THE ONE I *LOVE*

THE ONE I *LOVE*

TCH. PSEUDO-DADDY *DEAREST*. DISGRACEFUL.

NO.

I DON'T UNDERSTAND! HE NEVER...

...THIS ISN'T *REAL!* YOU *CREATED* THIS.

YOU'RE IN HIS *MIND*. YOU *KNOW* ITS REAL.

RELAX.

IT'S NOT A TORCH HE'S BEEN *CARRYING*. BELIEVE ME, HE LOCKED IT *AWAY* LONG *AGO*... *FORGOT* ABOUT IT.

LIKE *EVERY OTHER NEGATIVE EMOTION* CHARLES XAVIER EVER FELT, HE *ENTOMBED* IT...

...TAMPED IT *DOWN*...

...*BURIED* IT.

FACE THE *TRUTH*, Ms. GREY. NO MAN COULD BE THE SAINT YOU MAKE *CHARLES* OUT TO BE. HE MAY NOT EVEN *REALIZE* IT, BUT IN ORDER TO *PROJECT* THAT IMAGE...

...HE'S SPENT HIS *ENTIRE ADULT LIFE* REPRESSING EVERY *FEAR*, EVERY *RAGE*, EVERY *PASSION*, EVERY *PREJUDICE*, EVERY *BLACK THOUGHT* HE'S EVER *EXPERIENCED*.

A *LIFETIME* OF REPRESSED *SIN* AND *ANGER* FESTERS IN THIS PLACE. WHO *KNOWS* WHAT *ELSE* LURKS IN HERE?

NO!

NOOO!

SECRET *FEARS*... SECRET *HATREDS*... THE SAME DARK, DANK, *SHAMEFUL* THOUGHTS THAT *EVERYONE* HAS... AND EVERYONE *HIDES*.

TASTE THEM, JEAN.

DRINK THEM *ALL IN*... *EVERY ONE*.

AND KNOW THE *TRUE XAVIER*.

WHO... WHO *ARE* YOU?!

ERIC MAGNUS LENSHERR DOESN'T EXACTLY RECALL HOW HE GOT TO SOUTH CAROLINA.

IN FACT, HE DOESN'T RECALL MUCH OF ANYTHING THESE DAYS... NOT EVEN HIS OWN IDENTITY.

SOME OF IT'S THE HEAT.

SOME OF IT'S THE HUNGER.

UP AHEAD, HE SEES RELIEF FROM BOTH. AND WHERE THAT WILL TAKE HIM...

...IS AN ADVENTURE UNTO ITSELF.

WELL, HOWDY, YOUNG FELLA! YOU LOOK LIKE YOU COULD USE A BITE! QUICK, GRAB YOURSELF SOME CHICKEN 'FORE THE MINISTER STARTS T'PREACHIN'!

WHAT'S YOUR NAME, SON?

I... JOSEPH. I AM CALLED JOSEPH.

YOU'RE VERY KIND...

WE DO TRY, YOUNG FELLA! I THINK YOU'LL FIND WE TAKE AN INTEREST IN STRANGERS 'ROUND THESE PARTS...

...A MIGHTY FIERCE INTEREST...

THE ASTRAL PLANE...

WHO *AM* I, JEAN?

I AM A BEING *UNFETTERED* BY THE SHACKLES OF *HYPOCRISY* THAT *SURROUND* US.

I AM *RAW POWER*... *FULLY UNLEASHED*... AS *YOU* ONCE WERE.

AS YOU CAN BE *AGAIN* BY JOINING *WITH* ME.

REMEMBER THE UNBRIDLED COSMIC MIGHT OF THE *PHOENIX FORCE.*

HOW GOOD IT *FELT* TO POSSESS IT. ABSOLUTE POWER THRILLS *ABSOLUTELY.* THRILLS *YOU.*

DON'T BE A *HYPOCRITE,* JEAN. DON'T DENY YOUR NATURE. YOUR *IMPULSE* IS TO *TAKE* POWER... AND *IMPULSES* MUST BE ALLOWED TO *FLOURISH.*

TO *REPRESS* THEM... IS TO *MASK* THEM... IS TO *LIE.* STAND *WITH* ME... AND BE WHO YOU *REALLY ARE.*

THERE'S NO ROOM FOR HYPOCRISY IN THE *NEW WORLD ORDER* THAT'S COMING, JEAN.

IN A *WORLD* OF *LIES,* I WILL BE THE *ONE TRUTH*... THE *TRUTH* AND THE *WAY.* APPEARANCES WILL *NO LONGER DECEIVE.*

BE MY *CONSORT,* JEAN.

EMBRACE MY *POWER*...

...AND BE *YOURSELF.*

IF YOU THINK I'D *EVER* AGREE TO A PROPOSAL LIKE THAT --

-- THEN YOU HAVE *NO IDEA* WHO YOU'RE *DEALING* WITH!

FWASSH

WHOEVER YOU ARE, YOU FUMBLED THE *BALL* BY TRYING TO STIR UP MY *ANGER*... MY *DISAPPOINTMENT*.

I LIVE IN A WORLD OF HYPOCRITES? THIS IS *NEWS* TO ME? GET *REAL*. I'M *USED* TO IT.

IT DOESN'T MAKE ME *ANGRY* ANYMORE. IT DOESN'T MAKE PEOPLE *EVIL*.

BUT THEN, YOU'RE SO SMART... YOU KNOW ME SO WELL... YOU MUST HAVE *KNOWN* THAT I WOULDN'T FOLLOW YOU.

SO WHAT'S THIS ALL *ABOUT*, LITTLE MAN? PEOPLE MEAN DIFFERENT THINGS THAN THEY *SAY? FINE*. YOU'RE NO *EXCEPTION*.

WHY HAVE YOU *REALLY* COME TO ME? WHY'D YOU PUT ME *THROUGH* THIS?

WHAT *USE* AM I TO YOU SINCE YOU *KNOW* I WON'T FOLLOW YOU?

WHO ARE YOU?

I THINK YOU ALREADY *KNOW*, JEAN.

WHO *AM* I?

I AM A *GREAT* AND *TERRIBLE* FORCE *BEYOND* THE COMPREHENSION OF THE HUMAN MIND.

I AM A *GOD.*

AND TO THOSE WHO DO NOT *WORSHIP* ME...

... I AM AN *ANGRY* GOD.

AAAGH!

"KNOW MY *NAME.*"

THEY FOUND JEAN GREY RIGHT WHERE THEY'D LEFT HER.

HOLY --!

KRASH

I DON'T *BELIEVE* IT...

LADY?

LADY, YOU OKAY?

...THOUGH NOT *HOW* THEY'D LEFT HER.

DAZED AND MOANING, THEY CARRIED HER OUT. THEY ASKED WHO SHE WAS... WHO THEY MIGHT *CALL*.

SHE DIDN'T REALLY *ANSWER*. SHE KNEW SHE WAS BACK TO *REALITY*... AND THAT'S ALL SHE *CARED* ABOUT.

SHE KNEW SHE WAS *SAFE* IN THE SUNLIGHT OF *HER* WORLD.

WHOEVER HE *WAS*, HE WAS NO LONGER A *THREAT*. MAYBE HE HAD *NEVER* BEEN. SHE COULD *ACCEPT* THAT...

...BUT FOR HIS *LAST WORDS*.

"KNOW MY NAME."

INSIDE

CONTINUED IN TWO WEEKS IN
UNCANNY X-MEN #334!

X-Men Unlimited #11 pinup by George Pérez

MARVEL COMICS

X-MEN

JUN. '96 11

APPROVED BY THE COMICS CODE AUTHORITY

X-MEN LIMITED

MAGNETO AND ROGUE

STARTING OVER

MELODY WATKINS KNOWS SHE SHOULDN'T BE HERE.

SHE'S LIVED IN PINE BLUFF, SOUTH CAROLINA SINCE THE DAY SHE WAS BORN.

SHE WENT TO GRAMMAR SCHOOL TWO BLOCKS SOUTH, DREW HER FIRST PAYCHECK BEHIND THE COUNTER AT **LANGLEY'S HARDWARE**, MARRIED LUCAS IN THE JUDGE'S CHAMBERS AROUND THE CORNER...

...AND GAVE BIRTH TO HER SON RIGHT HERE IN Dr. BURTON'S EXAMINATION ROOM.

THE SCHOOL AND COURTHOUSE ARE STILL STANDING -- SO FAR, KNOCK ON WOOD -- BUT LANGLEY SOLD OUT TO A FRANCHISE CHAIN ALMOST A DECADE AGO...

...AND THE GOOD DOCTOR'S BEEN BURIED THREE PLOTS DOWN FROM LUCAS FOR OVER A YEAR NOW.

LIFE GOES ON.

CHANGE IS GOOD, SHE'S TOLD, AND SHE'S ALWAYS TRIED HER BEST TO BELIEVE IT...

...UNLESS AND UNTIL IT THREATENS STEVIE.

TO PROTECT HER BEAUTIFUL BABY BOY, THE PRIDE OF HER HEART AND SOUL -- THE FAR AND AWAY BEST THING SHE'S EVER DONE, IN FACT --

-- MELODY WOULD RISK EVERYTHING, SACRIFICE ANYTHING...

1401

HUMANITY'S LAST STAND

WANTED

HAVE YOU SEEN THIS PERSON?

...INCLUDING HER BETTER JUDGMENT.

...CAN'T HELP BUT FIND THE MANUFACTURER OF THIS PARTICULAR BODY MAKE-UP... QUESTIONABLE, AT BEST.

IT LOOKS TO *US* LIKE YOUR COMPANY IS CATERING TO THOSE WHO FIND IT NECESSARY TO DISGUISE THEIR REAL APPEARANCE *FROM...*

VOTE 96 CREED

SUFFICE IT TO SAY, SIR, IF YOU CHOOSE TO CONTINUE MARKETING THIS PRODUCT IN OUR COMMUNITY --

-- YOU WILL BE HEARING FROM US AGAIN.

MOMMA...

DON'T WORRY, STEVIE, WE'RE NOT STAYING.

THIS WAS JUST A BAD IDEA FROM THE START...

...A MISTAKE I DON'T HAVE TO MAKE.

OF COURSE NOT.

BUT A NEW PERSPECTIVE NEVER HURT ANYONE NOW, DID IT, MS..?

WATKINS. MELODY WATKINS.

TOM HURDLER.

VOTE 96 CREED

WELCOME TO *HUMANITY'S LAST STAND*, MELODY.

COFFEE..?

NO THANK YOU, Mr. HURDLER.

I'M NOT SURE IF I SHOULD EVEN --

PLEASE, CALL ME *TOM.*

WHAT IS IT WE CAN DO FOR EACH OTHER TODAY, MELODY..?

REALLY, I DON'T KNOW EXACTLY WHAT I WAS EXPECTING... IT'S JUST THAT I'VE BEEN SEEING YOUR --

-- I GUESS THEY CALL THEM INFOMERCIALS -- ALL OVER THE TELEVISION FOR MONTHS NOW, YOU KNOW.

AND I KEEP HEARIN THAT *"EVOLUTION REVOLUTION"* JINGLE, ABOUT THE IMPORTANCE OF REPORTING SUSPECTED *MUTANTS.*

EVERY KIND, THEY SAY...

NOT JUST THE UGLY AND DANGEROUS ONES, YES.

WE BELIEVE IT'S THE ONLY WAY TO INSURE THE *SAFETY* OF THE NEXT GENERATION OF HUMANS AGAINST THE NEXT WAVE OF GENETIC MUTATIONS.

CAN WE ASSUME YOU *SHARE* SUCH CONCERNS FOR OUR CHILDREN'S FUTURE, MELODY..?

YES...

... I MEAN, NO...

... SHE'S NO THREAT TO STEVIE. NOT DIRECTLY, AT LEAST, I DO BELIEVE THAT. BUT THERE'S SOMEONE I THINK MAYBE YOU SHOULD KNOW ABOUT...

*FOR THE MOST PART, **HUMANITY'S LAST STAND** IS AN ORGANIZATION WHOSE STRENGTH COMES FROM THE WEAKNESS OF ITS SUPPORTERS.*

*A FORTRESS BUILT ON **FEAR.***

MANKIND'S ETERNAL FEAR OF CHANGE, AS INDIVIDUALS -- AND EVEN AS A SPECIES NOW, FOR THE FIRST TIME EVER --

*-- AN ALL-TOO-HUMAN FEAR, COLLECTIVELY, OF THE SO-CALLED **HOMO SUPERIOR**...*

Hollywood CAFE

... WHO WALK AMONG US.

THIS IS PRECISELY WHAT THEY FEAR.

OR, MORE ACCURATELY, WHO.

ROGUE IS A MUTANT.

GIFTED WITH STRENGTH AND SPEED BEYOND EXPECTATIONS -- AND UNABLE TO TOUCH ANOTHER WITHOUT ABSORBING THEIR MEMORIES AND SPECIAL ABILITIES -- SHE HAS EVEN SERVED AS AN ACTIVE MEMBER OF THE INFAMOUS **X-MEN**...

... GENETICALLY-ENHANCED STUDENTS OF **PROFESSOR CHARLES XAVIER** HIMSELF, THE WORLD'S FOREMOST AUTHORITY -- IN BOTH WORD AND DEED -- ON MUTANT-HUMAN RELATIONS.

"ONCE AN X-MAN, ALWAYS AN X-MAN," WERE THE LAST WORDS SHE HEARD AS SHE FLEW OUT THE DOORS OF THE **XAVIER INSTITUTE** WEEKS AGO.

SHE IS JUST NOW DARING TO HOPE THEY MIGHT BE **WRONG**.

ROGUE IS A MUTANT...

... SHE JUST DOESN'T WANT TO LIVE LIKE ONE ANYMORE.

RIGHT THIS WAY, Y'ALL...

STAN LEE Presents:

ADRIFT

SCOTT LOBDELL
plot

TERRY KAVAGH
script

EPTING / MILLER
pencils

SELLERS / MILGROM
KOBLISH / CANDELARIO
inks

MATT WEBB
colors

STARKINGS AND COMICRAFT
letters

MALIBU
enhancement

KELLY CORVESE
edits

BOB HARRAS
edits in chief

... BEST VIEW IN THE HOUSE, NO DOUBT ABOUT IT.

MY HUSBAND APPARENTLY AGREES, HONEY, THAT MUCH IS OBVIOUS.

I'M SORRY, LADIES.

IT'S JUST THAT YOU LOOK SO FAMILIAR -- LIKE SOMEONE I'VE SEEN SOMEWHERE --

IN YOUR *DREAMS*, MIKE.

YEAH...

... THAT COULD BE IT.

I KNOW YOU, YOU KNOW.

NO, REALLY..?

YES, *REALLY*.

YER A FASHION MODEL, AIN'T YOU..?

JA, OF COURSE SHE IS.

UND I AM THE ALMIGHTY *AHNOLD*.

HAHA

HAHAHAHA

"YOUR TIMING'S EVEN BETTER THAN YOU KNOW, SUGAH... "

... AH CAN'T TELL YOU HOW MANY TIMES A NIGHT AH HAVE TO ANSWER THAT ONE.

TELL YA THE TRUTH, BABE, I DON'T SEE IT.

HOLLYWOOD CAFE

I'VE ALWAYS THOUGHT YOU WERE TOO PRETTY FOR WAITRESSING.

IF YOU SAY SO, AH SUPPOSE.

I SAY SO!

SEE YA TOMORROW, ANYWAYS...

"... ANOTHER DAY, ANOTHER DIME."

YOU GOT THAT RIGHT, SPORT.

TWELVE-HOUR SHIFTS, SIX DAYS A WEEK, OFF THE BOOKS.

VRRMM

"EYE-TO-EYE AND FACE-TO-FACE WITH WAY TOO MANY TOURISTS FOR MY OWN GOOD --"

"-- NOT THAT AH'D TRADE TOP TIPPERS FOR MUTANT TERRORISTS AND TYRANTS AGAIN, NOT IN A MILLION YEARS --

-- BUT AH STILL NEED ALL THE OVERTIME AH CAN GET JUST T' *SURVIVE.*

SPEAKING O' WHICH ...

"... WORKING AWFUL *LATE* AGAIN, AIN'TCHA, FELLAS?

"FOURTH NIGHT IN A ROW, NOW THAT AH THINK ABOUT IT. EXACT SAME CREW, IN FACT, FROM THE LOOKS OF 'EM.

"YET FOR ALL THEIR DEDICATION TO THE CAUSE -- SUCH ADMIRABLE AMBITION AND ALL --"

-- AH DON'T SEE A LOT GETTING DONE...

"THIS IS WHAT IT'S ALL ABOUT SO FAR, THE LIGHT AT THE END O' MY TUNNEL.

CJS 150

"A HOUSE IN THE SUBURBS, TWO- CAR GARAGE WITH ROOM T 'LET INCLUDED...

... AND A BEAT-UP '72 *BUG* T' GET ME HERE.

CAR'S ALL MINE, NO STRINGS ATTACHED --

-- IN JUST THIRTY-TWO PAYMENTS MORE --

-- BUT THE RENT'S DUE ON THE FIRST, AND...

STEVIE..?

"WEIRD.

"IT'S WELL PAST HIS BEDTIME, THAT'S FOR SURE -- AND MELODY'S CERTAINLY STRICT ENOUGH ABOUT THAT --"

-- BUT THE KIDDO'S NEVER BEEN TOO SHY T' SNEAK A WAVE BEFORE.

"HOME SWEET HOME.

"GARRET-SPACE ABOVE THE GARAGE AIN'T ALL THAT, AH ADMIT. BUT IT IS ALL MINE.

"QUIET, CLEAN --

-- AND PRIVATE..?

NO, DON'T.

PLEASE...

... DON'T TURN ON THE LIGHT.

MEL..?

LET ME JUST *SAY* THIS, SWEETIE -- TELL YOU THE WHOLE TRUTH FINALLY --

-- BEFORE I LOSE WHAT LITTLE NERVE I MANAGED TO FIND.

ABOUT A WEEK AGO, WHEN I TOOK THAT TRIP INTO TOWN, I...

... I...

... I CONTACTED SOME PEOPLE.

OH, NO. WHAT PEOPLE?

HUMANITY'S LAST STAND.

NO.

I WAS ONLY THINKING OF STEVIE, I SWEAR...

"... I COULDN'T THINK OF ANYTHING ELSE FOR SO LONG.

"THERE'S THIS *LEGACY VIRUS*, THEY'RE CALLING IT -- CAUSES A MUTANT TO GO WILD BEFORE KILLING 'EM, ACCORDING TO THE PAPERS --

-- AND EVEN REGULAR PEOPLE CAN CATCH IT NOW, I HEAR.

STARTED ME WONDERING WHAT MIGHT HAPPEN IF YOUR POWERS -- OR WHATEVER YOU GOT INSTEAD -- EXPLODED IN THE MIDDLE OF THE NIGHT...

"... TORE APART ALL OF OUR LIVES IN A SINGLE HEARTBEAT.

"AND I JUST GOT SO *SCARED*...

AH KNOW THAT FEELING, MELODY.

NO MATTER HOW MANY LAPS YOU TRY T' GET AHEAD OF IT --

"-- TROUBLE ALWAYS COMES FULL CIRCLE..."

MAULER-ONE TO EXTRACTION SQUAD COMMAND.

ACCESS GAINED, QUARRY LOCKED.

COMMENCING ARREST UNDER INTERNATIONAL AUTHORITY OF --

FORGET YA'LL'S AUTHORITY, TIN MAN!

HUMANITY'S LAST STAND ON A SUICIDE-RUN..?

GENOSHAN MILITIA, RESTOCKING THE MUTANT SLAVE PENS..?

UHFF!

DOCTOR DOOM, LOOKING T'TAKE OVER THE WORLD... ?

AGAIN.

KRAK

SAME DIFFERENCE, SOLDIER, ONE WAY OR ANOTHER --

-- Y'ALL JUST TARGET PRACTICE T' ME!

WHOK

M-3 TO COMMAND.

M-1 DOWN, QUARRY RESISTING.

OH, LORD...

... STEVIE?!

BUDDA BUDDA

LETHAL PERSUASION SANCTIONED.

YA'LL D-DON'T GET IT, D-DO YOU..?

AH HAD SOMETHING *GOOD* GOING HERE -- SOMETHING ALMOST REAL, F'R A CHANGE --

-- TILL Y'ALL SNIFFED ME OUT LIKE HOUNDS IN HEAT.

NOW AH GOT *NOTHING* T'LOSE AGAIN!

STOP, PLEASE -- ALL OF YOU --

-- STEVIE'S STILL IN THE HOUSE!

I'VE *GOT* TO *REACH* MY --

SON OF A...

CLOSE ENOUGH, ROGUE.

IT'S *BASTION*, TO MY SUPERIORS.

EXTRACTION SQUAD COMMAND TO *YOU*, MUTANT.

YOU WILL COME PEACEFULLY NOW.

MOMMA...

PLEASE... HE'S JUST A BOY... AN *INNOCENT* BOY...

... HE WASN'T SUPPOSED TO BE ANY PART OF THIS.

NO FEAR, MRS. W.

AH'M MORE THAN READY T' *SURRENDER* IN EXCHANGE FOR STEVEN.

TOUCHING, I'M SURE.

WHAT WOULD YOU DO TO PROTECT HIS MOTHER..?

FROOM

MELODY...

... GET DO --

--WWR!

CAN'T IMAGINE WHAT KIND OF SOFTBALL YOU'RE USED TO PLAYING, ROGUE...

... BUT I DON'T DO THAT *"COMPROMISE"* THING.

THIS IS THE PROMISE OF HUMANITY'S LAST STAND.

A COMMUNITY SAFELY SHELTERED FROM THE UNPREDICTABLE PERILS OF THE WORLD WITHOUT, SHIELDED FROM THE NATURAL ORDER OF CHANGE.

IN THIS COMPOUND ALONE, WELL OVER A HUNDRED MEN, WOMEN, AND CHILDREN LIVE, WORK, EAT...

...AND SLEEP THE SLEEP OF THE JUSTIFIED.

SECURE IN THE SHADOWS OF SOCIETY...

SHE *CAN'T* STAY, BASTION.

MY PEOPLE AREN'T ANYWHERE NEAR PREPARED TO ENCOUNTER THE *X-MEN* AGAIN -- NOT YET --

-- WE ALREADY DISCOVERED THAT THE *HARD* WAY.

HER MERE PRESENCE HERE THREATENS OUR ENTIRE MOVEMENT NOW, JUST AS OUR VOICE HAS BEGUN TO BE *HEARD*...

...JUST AS PUBLIC OPINION HAS A CHANCE OF SWAYING IN OUR --

YES, YES, *Mr. TRASK.*

I'LL CERTAINLY KEEP ALL YOUR CONCERNS IN MIND.

AS FOR YOU, HOWEVER, MUTANT...

UNCANNY X-MEN '95 -- KELLY.

... YOU CAN *STOP* PRETENDING YOU'RE STILL UNCONSCIOUS NOW.

INFORMATION IS NO LONGER OF ANY VALUE TO YOU, ROGUE.

OR ANY THREAT TO US.

TRUST ME.

SURE, BASTION.

AH'D BE ONLY TOO HAPPY TO SHAKE ON IT, EVEN -- MAYBE EVEN SHARE A HEARTY GROUP HUG YA'LL WOULD NEVER FORGET --

--IF NOT FOR THESE OFF-THE-RACK *OMNIUM* SHACKLES.

CHAINS IN GOVERNMENT GREYS, T' ADD INSULT T'INJURY.

MERELY MEANS TO AN *END*, MUTANT.

AN END THAT MUST FALL UNDER THE CLASSIFICATION OF *"NEED TO KNOW"* ONLY, I'M AFRAID...

... MR. TRASK.

FINE BY ME.

WE'VE MAINTAINED *"MAXIMUM DENIABILITY"* FROM THE OUTSET OF THIS OPERATION.

ONE LAST REMINDER THOUGH, *"PARTNER."*

FOR ALL YOUR CONNECTIONS AND RANK, YOU MUST BE AWARE THAT THE *TRASK* NAME CARRIES CONSIDERABLE INFLUENCE AND RESOURCES OF ITS OWN...

"... AND THE *PEOPLE* ARE NOT WITHOUT POWER."

MY DILEMMA IN A NUTSHELL, MUTANT:

WHILE SEVERAL NATIONS OF THE WORLD HAVE AGREED TO CHARGE MY DEPARTMENT WITH THE RESPONSIBILITY OF ENDING THE MUTANT PROBLEM ONCE AND FOR ALL...

... I CONFESS TO SOME PROBLEM MUSTERING ENOUGH *POPULAR* SUPPORT HERE IN THE *STATES* TO GET THE JOB DONE WITH A MAXIMUM OF VIGOR AND A MINIMUM OF ANGST.

AH'M CRYING INSIDE WHERE IT COUNTS, BASTION.

GET TO THE POINT ALREADY...

"TEMPER, *TEMPER*, ROGUE.

"YOUR Oh-SO-SOUTHERN PASSION JUST MAY PROVE THE DEATH OF US ALL."

IN FACT, YOUR MASS MURDER OF THIS ENTIRE *H.L.S.* COMPLEX, THE *SLAUGHTER* OF MORE THAN FIFTY HUMAN FAMILIES -- FANATICS THOUGH THEY ALL MAY BE --

-- WOULD SURELY BE MORE THAN ENOUGH TO STOKE *ANTI-MUTANT HYSTERIA* IN AMERICA TO THE *FEVER PITCH* I NEED.

HOW NICE FOR YOU.

BUT YOU'RE EVEN LOOPIER THAN YOU SOUND IF Y'ALL THINK AH'D *EVER* DO SOMETHING LIKE THAT, NO MATTER WHAT THE REASON...

... NO MATTER *WHAT* Y'ALL DO T'ME.

PROBABLY NOT.

NOT AN *X-MAN*, ANYWAY.

BUT IF YOUR MUTANT BODY JUST HAPPENED TO BE FOUND AMONG THE ASHES --

-- SURROUNDED BY THE BURNT AND BROKEN BODIES OF SO MANY INNOCENT *HUMANS*...

EXCUSE ME..?!

COULD YOU REPEAT THAT ONE MORE TIME... SIR?

YOU'RE NOT -- YOU CAN'T BE -- TALKING ABOUT TORCHING THIS PLACE, THE *HUMANITY'S LAST STAND* COMPOUND...

... WITH ALL MY FRIENDS STILL INSI--

KRAK

MARTYRS.

VICTIMS OF A GREATER GOOD, TO PROSPERITY.

AND ANY OTHER SELF-STYLED *"SHEPHERDS"* WHO SHARE SUCH SELFISH RESERVATIONS...

... CAN TAKE IT UP WITH THE *MAULERS!*

IF NECESSARY, MURDERER --

-- TO STOP YOUR BLOOD-BATH BEFORE IT BEGINS --

-- I WOULD TAKE IT UP WITH THE *DEVIL* HIMSELF!

SKKKK

WHAT THE..?

...ARMOR'S C-CONSTRICTING...

WHO --?!

"SOME KIND OF SHEEP IN WOLF'S CLOTHING, HIDDEN IN THE MIDDLE OF THE PACK..?

"BASTION'S AS BAFFLED AS AH AM, APPARENTLY.

"BUT HE'S NOT WAITING FOR ANSWERS.

SKROOM

"OUR MYSTERY-GUEST IS ANOTHER MUTANT, OBVIOUSLY --"

-- WITH COMMAND OF METALS. FROM THE LOOKS OF IT --

-- BUT...

MY NAME IS *JOSEPH.*

ALLOW ME TO --

FORGET ABOUT IT, MONSTER!

SAVE IT F'R SOMEONE WHO AIN'T BEEN *USED* AND *ABUSED* AND *LIED* TO F'R AS LONG AS AH CAN REMEMBER--

-- BY MEN LIKE YOU. *PEOPLE* LIKE YOU--

KR-

KR-

KROOM

WAIT...

... YOU DON'T UNDERSTAND.

-- BY YOU, F'R THAT MATTER...

MAGNETO!

CAN'T BEGIN T' GUESS HOW YOU ESCAPED YOUR RIGHTFUL PLACE IN *HADES* THIS TIME, MAGNUS® --

-- OR WHAT KIND O' DEAL Y'ALL CUT TO LOOK TWENTY YEARS YOUNGER.

=Uhhk=

BUT ANY OL' *SNAKE* CAN SHED ITS SKIN.

STILL AN OL' SNAKE UNDER-NEATH.

JUST *SLIMIER.*

TELL ME WHAT YOU'VE GOTTEN US INTO HERE, MAGNETO, OR SO HELP ME...

D-DON'T EVEN R-RECOGNIZE THIS "*MAGNETO*" YOU KEEP REFERRING TO, WOMAN.

BUT I CAN SEE IT'S CLEAR YOU HAVE ME CONFUSED WITH SOMEONE WHO --

AFTER HIS SEEMING DEMISE IN GENERATION X #4 -- Kelly

WRONG ANSWER!

WHOOM

'SPECIALLY WHEN THIS *MAGNETIC FORCE-SHIELD* O' YOURS TELLS A WHOLE OTHER STORY...

...A WHOLE LOT *LOUDER!*

A STORY AH ALREADY KNOW, MAGNETO.

BY HEART.

AND AH KNOW YOUR SCREEN CAN'T HOLD UP FOREVER, NOT IN YOUR CONDITION.

NOT AGAINST *MAH* MOOD.

ON THE OFF-CHANCE AH'M WRONG, AH'LL APOLOGIZE LATER.

BUT Y'ALL PICKED A REALLY **BAD** TIME TO --

WHOOD

WHAD

WHOOD

THAM

THAT IS QUITE...

... ENOUGH.

"UNDERSTAND THIS, WOMAN.

SHNKK

SHNKK

"CURIOSITY OF ALL THINGS MUTANT HAS TAKEN ME DOWN MANY ROADS RECENTLY."

NO...

THE MAN KNOWN AS BASTION'S INTENTION FOR *YOU*, HOWEVER -- AND THE REST OF THIS FLOCK OF WOULD-BE *SHEPHERDS* --

-- FORCED MY HAND.

"WHEN I HAPPENED UPON A TENT-REVIVAL UP NORTH -- A *RECRUITMENT-DRIVE*, IN REALITY -- FOR *HUMANITY'S LAST STAND*®...

"... I TOOK ADVANTAGE OF THE OPPORTUNITY TO *INFILTRATE* THESE MISGUIDED HUMANS -- OBSERVE THE TRAGEDY OF IT ALL FROM WITHIN --

"-- IN THE HOPE THAT THEY'D SOMEHOW PROVIDE ME WITH AN *INFORMATION ON* THE *X-MEN*...

® AS DETAILED IN X-MEN#52 - Kelly

WE CAN SETTLE WHAT YOU DO OR DO NOT BELIEVE LATER, ROGUE.

BUT I AM CERTAIN THAT WE SHARE, AT LEAST, AN IMMEDIATE COMMITMENT TO *PREVENTING* THE MASSACRE OF OVER A HUNDERD ALLEGED INNOCENTS.

SO YOU ARE WITH ME OR AGAINST ME.

THE CHOICE IS *YOURS.*

SNK

KWOK

TRUEST THING Y'ALL SAID YET.

BUT IF YOU ARE LYING T' ME, "JOSEPH"...

...Y'ALL ARE EVEN BETTER AT IT THAN YOU USED T'BE.

THANK YOU.

I THINK.

AND JUST BEYOND THE WALL THAT SEPARATES MAN FROM MUTANT...

...THE NIGHT TAKES A TURN FOR THE WORSE.

TROOPERS IN EBON ARMOR SHATTER THE SANCTUARY OF SLEEP. WORRIED MOTHERS AND FATHERS WHISPER WORDS THEY WANT TO BELIEVE TO THEIR TERRIFIED CHILDREN.

AND YOUNG TOM HURDLER HAS A PAINFULLY LONG MOMENT TO CONSIDER THAT THIS IS, INDEED, HUMANITY'S LAST STAND---

-- TOE-TO-TOE WITH THOSE WHO WOULD BUILD THE BARRIERS EVEN HIGHER--

-- BUT HE FAILS TO APPRECIATE THE IRONY.

KAROOM

THE WALLS ARE COMING DOWN.

M-8 TO *MAULERS*-2, PRIORITY OMEGA!

THE MUTANT IS FREE-- ACCOMPANIED BY A SECOND TARGET, STATUS UNKNOWN--

-- SECURE THE PERIMETERS AGAIN AT ALL COSTS...

...BURN 'EM BOTH!

BUDDA

BUDDA BUDDA

NOT A PRAYER, SOLDIER-IN-A-CAN --

-- NOT ON YOUR BEST DAY --

-- BETTER *MAULERS* THAN Y'ALL HAVE TRIED AND FAILED ALREADY!

AND THE METAL IN YOUR BULLETS IS MINE TO CONTROL.

BUDDA BUDDA BUDDA

JUST AS EASILY TURNED BACK AGAINST YOU...

...IF I WERE AS DANGEROUS AS YOU SUGGEST.

"...BUT MY APPEARANCE -- MY POWERS, SPECIFICALLY, IT SEEMS--"

IT CAN'T BE...

IT IS, IT IS!

THE *MAD MUTANT* HIMSELF--

--MAGNETO!?

BUDDA BUDDA

NONETHELESS, THE HUMANS BELOW ARE FAR MORE FRIGHTENED OF ROGUE AND ME THAN THE SOLDIERS WHO WOULD MARCH THEM TO THEIR DOOMS.

THEY FEAR HER, IT'S TRUE...

EASY.

TOO EASY, COME T'THINK.

IF THIS *BASTION* CHARACTER REALLY BELIEVES HE HAS A SNOWBALL'S CHANCE O' TAKING DOWN ALL MUTANTS-- LET ALONE *X-MEN*--

-- HE HAS T'HAVE ACCESS T'MORE SOPHISTICATED TECHNOLOGY THAN...

AWAY FROM THE BUNKER, ROGUE -- NOW --

-- NOW!

KPOW

ZZZKT

MAGNETIC-PULSE FROM BEHIND, TEARIN' THE ROOF OFF THAT--

WHOA!

OKAY, "JOE", START TALKIN'.

HOW DID YOU KNOW THERE WAS A STEAMROLLER HIDDEN IN THERE, POWERING UP F' R THE KILL...?

SOME SORT O' *SUPER-TANK* ALL SET T' SUCKER-PUNCH ME INTO TOMORROW'S OBITS...

SIMPLE, ACTUALLY.

IF I WERE GOING TO ENSNARE MY ENEMY...

KA'BOOM

...JUST BECAME *YESTERDAY'S NEWS!*

...THAT IS PRECISELY WHAT I WOULD HAVE DONE.

"VICTORY MIGHT STILL BE PRIED FROM THE JAWS OF DEFEAT HERE.

"*MAGNETO'S* INVOLVEMENT WAS UNEXPECTED IN ANY FORM, OF COURSE -- OUT OF THE REALM OF POSSIBILITY, ACCORDING TO OUR SOURCES AND ANALYSTS --"

--NEVER MIND ALONGSIDE AN *X-MAN* LIKE *ROGUE*.

BUT CONSIDERING ALL THE OTHER EAGER EYES ON THIS LOSING BATTLE--

--THE INTERESTED PARTIES FROM EVERY CORNER OF THE GLOBE--

--IT MAY SUPPLY ALL I NEED TO WIN THE WAR.

THE RESURRECTION AND RETURN OF THE *DEADLIEST* MUTANT TERRORIST IN HISTORY-- SEEMINGLY YOUNGER AND STRONGER THAN EVER BEFORE --

--RAISING HIS HAND AGAINST MANKIND ONCE AGAIN, WHATEVER THE CAUSE

...

"...COULD BE THE LIGHT IT TAKES TO IGNITE *OPERATION: ZERO TOLERANCE.*"

MUCH AS IT PAINS ME T'ADMIT IT, MAGNETO -- FAIRLY MAKES MY SKIN CRAWL, T'BE HONEST--

-- Y'ALL DONE GOOD.

BASTION'S BOYS NEVER REALLY STOOD A --

DON'T SAY IT, GIRL.

DON'T EVEN THINK IT.

CALL ME WHATEVER *NAME* YOU WILL, GIRL, WHATEVER SIMPLE *TITLE* YOU ARE MOST COMFORTABLE WITH...

... BUT I WILL NOT SHARE YOUR JOY IN THE VIOLENCE WE WROUGHT HERE THIS DARK DAY.

WHAT WE DID, WE DID FROM NECESSITY ONLY.

AH'M ONLY HAPPY ABOUT THE END RESULT, PARDNER, THE LIVES WE SAVED.

TOGETHER.

SO SUE ME ALREADY...

... JOSEPH.

IT'S *OVER*, MUTANTS.

KCHH

WHO...?

CONCERNED CITIZENS.

THESE GROUNDS ARE OUR HOME -- ON PRIVATELY-OWNED PROPERTY --

-- AND YOU TWO HAVE DONE MORE THAN ENOUGH DAMAGE ALREADY.

KISS ME IM IRISH

WHAT *IS* IT WITH YOU PEOPLE --?!

DID ANY OF Y'ALL HAPPEN TO NOTICE THAT *"WE TWO"* ARE THE ONES WHO JUST RISKED LIFE AND LIMB T'PROTECT YOUR PRECIOUS HOME..?!

MAYBE.

MAYBE THAT'S THE REASON YOU'RE NOT LEAVING IN *PIECES*.

THE *ONLY* REASON.

BUT YOU SHOULD KNOW THIS, BOTH OF YOU.

THE DAY WILL COME WHEN ALL MANKIND SHALL GATHER TO CLEANSE THE EARTH OF YOUR GENETIC POX.

AND *HUMANITY'S LAST STAND--*

WILL HAVE LONG SETTLED AT THE BOTTOM OF YOUR VAUNTED GENE-POOL, THOMAS HURDLER.

DID YOU NOT SEE WHAT WE DID HERE -- AGAINST ULTRA-ARMED HUMANS IN FULL BODY *ARMOR* --

-- DO YOU SERIOUSLY CONSIDER YOU AND YOURS A *MATCH* FOR *POWER* LIKE MI...

... LIKE *OURS*?!

-- HIS FAMILY --

-- HIS VERY *WORLD*..?!

YOUR WORLD INDEED, THOMAS.

AND *WELCOME* TO IT.

TROUBLE.

WITH A CAPITAL M...

A WORLD WHERE PEOPLE DISCRIMINATE FRIEND FROM FOE BY NOTHING MORE THAN A RANDOM ACCIDENT OF BIRTH.

A PEOPLE ALL BUT BLIND TO NATURE'S *ULTIMATE* TRUTH --

AND DON'T YOU REALIZE THE LENGTHS A MAN WILL GO TO DEFEND HIS HOME --

--"IF WE CAN'T LEARN TO LIVE *TOGETHER*... "

"WE WILL SURELY DIE APART."

QUOTING *PROFESSOR X* NOW..?

AH WAS WRONG.

WE HAVE COME A LONG WAY, JOSEPH.

YOU MAY HAVE COME A LONG WAY, BUT MY JOURNEY SEEMS LIKE IT'S JUST BEGUN.

THE NAMES YOU MENTIONED -- PROFESSOR X, MAGNETO --

-- I DON'T KNOW WHO THEY ARE.

I ONLY HAVE MEMORY OF THE PAST -- THREE MONTHS.

YOU HAD SUCH HATRED FOR ME WHEN WE FIRST MET, BUT I DON'T UNDERSTAND WHY?

TELL ME, ROGUE.

TELL ME WHO I *REALLY* AM.

AH'D...

... RATHER *NOT.*

NOT HERE.

AH CAN'T BE SURE HOW YOU'D *REACT* IF YOU KNEW THE... DETAILS.

BUT AH HAVE *FRIENDS* WHO MIGHT BE ABLE T'HELP YOU T' --

THE *X-MEN,* YOU MEAN.

A WOMAN -- A GOOD WOMAN I HAD REASON TO TRUST -- TOLD ME ABOUT THEM...

... SISTER MARIA INSISTED THE STUDENTS OF XAVIER MIGHT POINT ME IN THE DIRECTION OF THE ANSWERS I SEEK.

IN UNCANNY X-MEN #327 -- Kelly

AH SUSPECT SHE'S RIGHT.

FOR NOW THOUGH, JOSEPH...

... AH THINK IT'S JUST SAFEST T' SAY YOU'VE ALWAYS BEEN A MAN WHO FELT MORE THAN MOST.

PAIN, MOST OF ALL.

BUT MAYBE, JUST MAYBE, SOME OF US *DO* GET *SECOND CHANCES...*

KROOM

WHUPWHUPWHUPWHUP

THEN AGAIN --

-- WHY EVEN GET YOUR HOPES UP ANYMORE?

HUMANITY'S LAST STAND...

... AGAIN?!

AND *AGAIN* AND *AGAIN* AND *AGAIN*, PARDNER -- JUST DIFFERENT FACES IN DIFFERENT PLACES --

SIR..?

" -- TILL WE FINALLY TAKE IT ON HOME TO *TRASK.*"

THE MUTANTS' FATES WERE SEALED THE SECOND *BASTION* SET HIS SIGHTS ON THEM.

BUT OUR SECURITY MUST NOT BE COMPROMISED BY THEIR CAPTURE.

SHOOT...

"... TO *KILL.*"

SHAM

BEHIND ME, J!

AH CAN ONLY INTERCEPT *ONE* OF --

KWOOM

NO NEED TO WORRY...

...THESE TWO ARE *MINE.*

NOT GOOD.

NOT GOOD AT ALL.

TIME SEEMS TO RELAX ITS DESPERATE GRIP ON ROGUE FOR A SINGLE, SEARING MOMENT...

*...AS TWO STRANGERS **LOCK EYES** ACROSS THE EMPTY GULF BETWEEN THEM.*

UNTIL BOTH THESE MEN OF SEETHING POWER, STRUGGLING TO STEP FROM THE SHADOWS OF THEIR PAST --

-- FIGHTING FIERCELY FOR A PLACE IN AN EVEN DARKER FUTURE --

-- FINALLY FIND ONE BURNING EMBER IN COMMON.

DON'T DO THIS, JOSEPH.

PLEASE...

FEAR.

IF YOU *USE* THOSE MISSILES AGAINST 'EM -- NO MATTER *HOW* YOU RATIONALIZE IT --

-- YOU'RE NO BETTER THAN THEY ARE, YOU KNOW THAT.

IT AIN'T WORTH THE COST O' YOUR SOUL.

FEAR OF CHANGE.

NO...

WHA-BOOM

WHUPWHUPWHUP

H-HE *DID* IT, SIR -- HE *REALLY* DID IT --

-- TOOK 'EM BOTH *OUT* IN A BLAZE O' GLORY...

...NUCLEAR SUICIDE!

WISHFUL THINKING, MORE THAN LIKELY.

MUTANTS, I'VE DISCOVERED FIRST-HAND -- ***X-MEN*** IN PARTICULAR, I ASSURE YOU --

-- OFTEN PROVE NOTORIOUSLY *DIFFICULT* TO KILL.

530

WHUPWHUPWHUP

WE HAVE OUR WORK CUT OUT FOR US, *SHEPHERDS...*

LESS THAN AN HOUR AWAY, WHAT'S LEFT OF MELODY WATKINS' HOUSE AND HAVEN...

... IS NOW A GAPING WOUND, EXPOSED FOR ALL TO SEE.

I DON'T MEAN TO SEEM SO DENSE, ROGUE -- HONESTLY AND TRULY --

-- BUT I STILL DON'T GET IT.

WHY IN HEAVEN'S NAME WOULD ANYONE WANT TO DEFEND A WORLD THAT HATES AND FEARS THEM..?

→SIGH←

AH'LL TAKE IT FROM THE TOP AGAIN--

-- SOON AS WE'RE ON THE ROAD.

A CAR..?

WHY LIMIT OUR SPEED AND DISTANCE WITH A CAR-- SUCH AN *OBVIOUSLY OLD* ONE, AT THAT-- WHEN WE HAVE SUCH GLORIOUS GOD-GIVEN POWERS OF OUR OWN...

... THAT ENABLE US TO SOAR SO FAR ABOVE ALL THIS?!

JOSEPH, LISTEN T'ME NOW.

CLOSELY.

REMEMBER AH TOLD YOU ABOUT BEING ANOTHER PERSON ENTIRELY, A PERSON Y'ALL MIGHT NOT EVEN *LIKE..?*

YES, OF COURSE.

WELL, THINKIN' LIKE THAT-- WHAT YOU JUST SAID...

... THAT'S ONE O' THE THINGS Y'ALL GOT T'BE *CAREFUL* ABOUT.

REAL CAREFUL.

EXCUSE ME...

...I-I REALIZE YOU PROBABLY DON'T WANT TO HEAR THIS FROM ME -- ESPECIALLY NOW --

-- BUT I'M SORRY.

MORE THAN YOU'LL EVER KNOW.

I MEAN, CONSIDERING HOW YOU SAVED ME AND STEVIE FROM THOSE LUNATICS AND ALL...

AH UNDERSTAND HOW Y'ALL WAS SCARED, Mrs. WATKINS.

PEOPLE DO LOTS O' THINGS WE WOULDN'T NECESSARILY DO WHEN FEAR TAKES OVER.

DO YOU THINK WE'LL EVER BE S-SAFE... FROM...

BASTION WAS AFTER ME, MEL, AND HE USED Y'ALL T' DO IT.

AH DOUBT HE GAVE Y'ALL A SECOND THOUGHT AFTER HE LEFT.

STEVIE...?

MY MOM SAYS YA CAN'T BE TOUCHED-- THAT'S HOW SHE FIRST THOUGHT YA WAS YOU --

-- SO I KNOW I CAN'T HUG YA, 'CAUSE YER A MUTANT AND STUFF.

BUT I WANT YA TO KNOW...

...I WOULD IF I COULD.

VRRMM

THAT'S WHY WE DO IT, JOSEPH.

FOR THE INNOCENTS, THE ONES WHO AIN'T BEEN TAUGHT T' HATE YET.

OUR HOPE FOR *TOMORROW.*

CHANGE IS GONNA COME...

FUEL CITY

109°

JACK REEL
A DEAR FRIEND
HE'LL BE MISSED

CJS101

MAGNETO AND ROGUE'S JOURNEY CONTINUES IN AVENGERS#401

MARVEL COMICS

X-MEN

JULY '96 33

X-FACTOR®

SPECIAL ONSLAUGHT™ UPDATE INSIDE!

APPROVED BY THE COMICS CODE AUTHORITY

CHURCHY & CHURCHY

SPECTRE OF YESTERDAY...

...DESTROYER OF TOMORROW!

STAN LEE PRESENTS: THE MAN CALLED CABLE

THE XAVIER INSTITUTE, SALEM CENTER, NEW YORK...

CONTROL.

FOR MANY, IT IS AN EXTREMELY ELUSIVE THING.

FOR MOST, IT IS DISTURBINGLY SIMPLE TO LOSE.

ALL HIS LIFE, NATHAN DAYSPRING SUMMERS HAS FOUGHT TO MAINTAIN IT.

AS A TIME-LOST WARRIOR IN A NEVER-ENDING WAR, HE HAS NEEDED IT TO DEFEAT THE ENEMY.

AS A HUMAN BEING, HIS VERY LIFE DEPENDS ON IT.

INFECTED AS AN INFANT WITH A DEADLY TECHNO-ORGANIC VIRUS, EACH SECOND IS MARKED BY CONTROLLING ITS SPREAD.

HE HAS DONE THIS WITH THE SHEER FORCE OF HIS WILL --

-- AND HIS UNCANNY MUTANT ABILITY OF TELEKINESIS.

UNTIL NOW.

FASCINATING.

NEVER IS A VERY SHORT TIME

JEPH LOEB
WRITER

IAN CHURCHILL
RICK LEONARDI
PENCILER

SCOTT HANNA
INKER

RICHARD STARKINGS AND COMICRAFT
LETTERING

MIKE THOMAS
COLORS

MALIBU
ENHANCEMENTS

MARK POWERS
EDITOR

BOB HARRAS
EDITOR IN CHIEF

WHEN ONE IS SICK, THEY NEED A DOCTOR.

WHEN ONE IS A MUTANT, THEY NEED A SPECIALIST.

AND FEW ARE AS EXPERT IN THE AREA OF GENETIC MUTATION AS DR. HENRY McCOY, AKA THE BEAST --

-- THE CHIEF SCIENTIST FOR THOSE OFTEN OUT-LAW MUTANTS KNOWN AS THE X-MEN.

"FASCINATING" IS THE LAST THING I THINK IS HAPPENING TO ME, McCOY.

SINCE I PSIONICALLY STITCHED BACK TOGETHER NATE GREY'S MIND --

-- I'VE BEEN HAVING DIFFICULTY STAVING OFF THE TECHNO-VIRUS.

AT THE MENTION OF "NATE GREY", THE BEAST GIVES A SLIGHT PAUSE.

FOR UNKNOWN TO CABLE -- OR ANY OF THE X-MEN FOR THAT MATTER -- THIS IS NOT THE HENRY McCOY THEY KNOW AND LOVE...

... BUT, RATHER A TWISTED DOPPEL-GANGER FROM THE SAME BENT TIMELINE THAT PRODUCED NATE GREY.

SEE THE NEAR CLASSIC CABLE #31 -- Mark!

AND WHILE YOU'RE AT IT, CHECK OUT X-MEN UNLIMITED #11 FOR THE DETAILS -- Powers!

SO IN TWENTY-FIVE WORDS OR LESS --

-- CAN YOU HELP ME OUT OR NOT?

THIS ISN'T SOME RASH THAT I CAN GIVE YOU AN OINTMENT FOR, CABLE.

IT REQUIRES... CAT SCANS... A SKIN GRAPH FOR BIOPSY.

AND PATIENCE ON YOUR PART.

Hmmm... THAT WAS TWENTY-SIX WORDS.

I MUST BE SLIPPING.

HENRY --?

IF YOU ARE THROUGH WITH CABLE, I WOULD LIKE TO SPEAK WITH HIM IN PRIVATE.

I BESEECH YOU, FINE LADY -- GET HIM OUTTA HERE!

SHE IS ORORO MUNROE -- STORM -- A WOMAN WHOSE MUTANT POWER ALLOWS HER TO REIGN OVER THE ELEMENTS.

NATHAN..?

I... I'LL... -NNGGNNN- BE WITH YOU IN A MOMENT, ORORO.

THE STRAIN OF RECOMPOSING MY ARM IS GETTING TOUGHER...

BUT THERE ARE MORE IMORTANT THINGS TO WORRY ABOUT.

McCOY, I TRUST YOU'LL GET ME THOSE LAB RESULTS ASAP.

RIGHTEO!

NOTHING SERIOUS, I HOPE?

NO... TOUCH OF THE FLU, I THINK.

NOW THEN.

CABLE'S TISSUE SAMPLE -- COMPLETE WITH HIS DNA AND A SAMPLE OF THE TECHNO-VIRUS.

MY SWITCHING PLACES WITH THE OTHER McCOY HAS BORNE A MOST... UNEXPECTED TREAT.

MEANWHILE...

I'M GLAD YOU'RE NOT DEAD.⊗

NOW *THAT* DIDN'T COME OUT RIGHT.

PERFECTLY NATURAL -- GIVEN WHAT WE DO, NATHAN.

AND FOR THE RECORD, I AM GLAD I AM NOT DEAD, TOO.

I AM, HOWEVER... SORRY TO HEAR ABOUT THE *LOSS* OF YOUR SON.

I HAD THOUGHT PERHAPS OUR ENCOUNTER WITH *TYLER* IN EGYPT⊗ HAD BEGUN A *RECOVERY* PROCESS FOR HIM.

BUT SOMETIMES, NO MATTER HOW MUCH WE LOVE SOMEONE...

... DESPITE OUR *PERSONAL SACRIFICES*...

BY THE GODDESS, HOW MUCH LONGER CAN YOU KEEP YOUR EMOTIONS AS *BOTTLED* UP AS YOU DO?

... WE CANNOT MAKE THEM CHOOSE THE *RIGHT* PATH.

WHAT'S PAST IS *PAST*.

I DON'T MEAN TO SOUND... *COLDHEARTED*. BUT TYLER IS *GONE* AND THERE'S NOTHING I CAN DO ABOUT IT BUT REMEMBER THE *GOOD* IN HIS MEMORY.

SURELY *THIS* ISN'T WHAT YOU WANTED TO SPEAK TO ME PRIVATELY ABOUT?

NO. AS ALWAYS, THERE IS X-MEN BUSINESS TO ATTEND TO.

ONSLAUGHT?

⊗ SEE THE RECENT STORM MINI-SERIES & SEE ⊗ CABLE #17-19 -- Mark!

IN A WORD. WHOEVER OR WHATEVER ONSLAUGHT IS, IT HAS CREATED A SENSE OF IMPENDING *WAR* HERE.

AND EVERY CLUE WE'VE TRACED HAS BEEN A *DEAD END.*

I'VE BEEN TO WAR, ORORO --

-- AND THE ONE THAT'S COMING IS GOING TO BE *BAD.*

CABLE... *MINDPROBE* ME.

I CAME IN CONTACT WITH ONSLAUGHT'S HERALD. HE CALLED HIMSELF *"POST".*

YOU WANT *ME* TO ENTER YOUR MIND? WOULDN'T *XAVIER* BE BETTER-SUITED --

NONSENSE. I *TRUST* YOU.

STAB HIS EYES!

LIKE I THOUGHT...

... WHOEVER THIS *"POST"* IS, HE'S BEEN PSIONICALLY MASKED --

-- THERE'S NO IMAGE, NO *VISUAL* MEMORY OF HIM IN YOUR MIND.

STILL...

... THERE'S *SOMETHING* THERE -- A TELEPATHIC ECHO...

... AND A *FAMILIAR* ONE AT THAT.

WHAT IN THE WORLD IS GOING ON?

YOU ARE *NOT* ALL RIGHT!

THIS HAS SOME-THING TO DO WITH WHAT YOU WERE SEEING McCOY ABOUT.

I --

CABLE, I *WARNED* YOU THAT THIS *FLU* THING IS A TOUGH LITTLE SUCKER.

I'LL COVER FOR YOU **THIS** TIME, NATHAN. BUT YOU'VE GOT TO ADMIT THIS T.O. PROBLEM IS GETTING **WORSE.**

WE BOTH HAVE OUR LITTLE SECRETS, NOW DON'T WE, DOM?

*HER NAME IS **DOMINO**, AND AS FAR AS SECRETS GO, SHE HAS A TRUNK FULL OF THEM.*

AND THAT IS WHY SHARING A PSI-LINK WITH CABLE IS BOTH A SIGN OF THEIR MUTUAL TRUST -- AND A DANGEROUS GAME.

I'M AFRAID I HAVE SOME BAD NEWS.

IS THERE ANY OTHER KIND?

THERE WAS AN EXPLOSION AND FIRE...

... IN THE BALTIMORE HARBOR.

BLAQUESMITH..!

LADIES, IF YOU'LL EXCUSE ME..?

WOULD IT NOT BE BETTER IF SOMEONE WENT *WITH* HIM?

HE CAN HANDLE *HIMSELF*, WIND-RIDER.

HOURS LATER...

BALTIMORE HARBOR.

THE REMAINS OF THE RUSTED FRIGATE SMOLDER LIKE A HAUNTING SKELETON.

FOR DESPITE APPEARANCES, THIS WAS NO ABANDONED FREIGHTER.

IT HOUSED A BEING WHO WON'T BE BORN FOR TWO THOUSAND YEARS...

... CABLE'S MENTOR...

BLAQUESMITH

WHAT HAPPENED HERE, OLD FRIEND? WHO COULD'VE *DONE* THIS?

YOUR DEFENSE MECHANISMS WERE FAR, FAR SUPERIOR TO ANYTHING INVENTED IN *THIS* ERA.

THIS SHIP SHOULD HAVE BEEN UNDETECTABLE *AND* IMPENETRABLE.

DID THIS HAVE ANYTHING TO DO WITH THE BREAK-IN?

WAY BACK IN CABLE #21

See we didn't forget!-- Mark!

CAN WE *HELP* YOU, PAL?

BALTIMORE POLICE DEPARTMENT -- YOU KNOW ANYTHING ABOUT THIS FRIGATE?

NOTHING *YOU* NEED TO KNOW.

LET US PUT IT *ANOTHER* WAY, THEN, OKAY?

LET'S TAKE A *RIDE* AN' SEE IF MAYBE YOU RECALL ANYTHING WE *DO* NEED TO KNOW.

LISTEN, IF YOU KNOW SOMETHING, *SPILL* IT.

WE CAN'T FIND A SOUL WHO EVEN REMEMBERS *SEEING* THIS TUB --

-- AND INEXPLICABLE FIREBALLS AREN'T THE NORM AROUND HERE.

NOW --

OKAY. YOU HAVE ENOUGH. I CAN GO NOW.

WE'VE GOT ENOUGH. YOU CAN GO NOW.

THANK YOU.

DIDN'T LIKE HAVING TO USE MY PSI-POWER LIKE THAT, BUT IT WOULD'VE ONLY *ESCALATED.*

THE LESS ENTANGLED THEY ARE IN THIS MESS --

-- THE *SAFER* THEY ARE.

WANT TO GET A COFFEE, FRANK?

ONLY IF YOU'RE BUYIN', TIM.

INSIDE THE SHIP...

I MAY NOT HAVE ALWAYS *AGREED* WITH BLAQUESMITH --

-- AND OUR LAST ENCOUNTER OVER THE FATE OF NATE GREY CERTAINLY PUT A... *WEDGE* IN OUR FRAGILE ALLIANCE.

BUT HE WAS MY LAST CONNECTION TO THE ERA I GREW UP IN.

WITHOUT HIM, I'VE NEVER FELT MORE ALONE IN *THIS* ONE.

SEEN ENOUGH OF THESE JOBS TO KNOW *ONE* THING.

WHOEVER DID IT WAS VERY THOROUGH.

ALMOST... *TAUNTING* ME TO TRY AND FIND OUT *ANYTHING* ABOUT THE "*HOW*" AND "*WHY*"...

WELL, *WHOEVER* YOU ARE -- YOU PICKED THE *WRONG* MAN TO MESS WITH.

'CAUSE IF BLAQUESMITH *IS* DEAD -- AND I DON'T SENSE HIS MIND THROUGH OUR PSI-LINK...

... THEN THERE ISN'T ANYWHERE IN THIS *UNIVERSE* THAT YOU CAN HIDE, *MURDERER* --

-- THAT WILL STOP ME FROM DEALING THIS *BACK* TO YOU IN *SPADES!*

STRICKKK

AND TOWARD THAT END...

... YOU'VE NOW MADE *TWO* MISTAKES.

BECAUSE AS WELL AS YOU'VE PSI- SHIELDED YOURSELF --

-- I STILL SENSE YOUR *PRESENCE* --

-- THE SAME PRESENCE I SENSED IN STORM'S MEMORY!

AND YOU'RE STILL *NEARBY* --!

NO!

AT THAT MOMENT, LIKE A DAM BREAKING, CABLE'S MIND IS FLOODED WITH IMAGES --

-- FROM THE PAST.

ASTONISHING.

IT WAS A TIME LONG SINCE PAST...

...WHEN THE SEAS OF TODAY'S GENETIC STRIFE WERE JUST TAKING A ROOT.

SOMEWHERE IN NORTHERN CHINA, A WARLORD OF ANCIENT ROYAL LINEAGE WITH DREAMS OF WORLD DOMINATION HAD BARELY BEGUN DOWN HIS TWISTED PATH.

THE MANDARIN HAD SOUGHT TO REAP THIS DAY A MAJOR LEAP TOWARD THAT ULTIMATE GOAL...

I WOULD NOT HAVE EXPECTED YOU TO SURVIVE *THIS* LONG, TREMAIN.

YOUR BEING A... *MUTANT*... COULD PROVE EXCEEDINGLY VALUABLE TO US IF WE COULD SEPARATE THE SO-CALLED "X" GENE FROM YOUR *DNA*.

I WONDER IF YOU KNOW HOW TRULY *LUCKY* YOU ARE.

YOUR *CELLUAR STRUCTURE* WILL BE THE BASIS FOR A *NEW KIND OF ARMY*.

ONE WHICH WILL AT LONG LAST BRING THE *WEST* TO ITS KNEES...

... AT THE HANDS OF THE MANDARIN!

INSTEAD IT WOULD ONLY BRING A RESOUNDING DEFEAT...

...FROM A MOST... UNEXPECTED SOURCE.

WE'VE HIT THE MOTHER LODE, *G.W.* -- THE MANDARIN HIMSELF!

I WANT THIS DONE BY THE *BOOK*, CABLE! WE ARE ON A STRAIGHT-AHEAD S&D --

-- WE DON'T HAVE TIME FOR *ANYTHING* ELSE!

THAT'S YOUR PROBLEM, *BRIDGE* --

-- YOU FAIL TO REALIZE --

-- *NOTHING* IN THIS WORLD *EVER* GOES "*BY THE BOOK!*"

WHO DARES?

WHEN CABLE FIRST RETURNED TO THE TWENTIETH CENTURY...

...HE RAN WITH A GROUP OF *MERCENARIES* --

...OFTEN IN THE COMPANY OF A SPIT-SHINE SOLDIER NAMED G.W. BRIDGE.

WHAT MANNER OF *FOOL* PROFANES THE HALLOWED GROUNDS OF MY ANCESTORS?

WHAT YOU'VE DONE HERE IS AN *ACT OF WAR!*

AND IF IT IS *WAR* YOU WANT...

...LET ONE WHO CARRIES THE BLOOD OF *GENGHIS KHAN* IN HIS VEINS GIVE YOU ONE!

SEARCH AND DESTROY -- Mark "I Know Larry Hama personally and lived" Powers

YOU CAN MAKE THIS *EASY*, MANDARIN.

OR HARD.

YOUR CHOICE.

ANGLO DOG --

-- YOU ARE IN NO POSITION TO MAKE *ANY* DEMANDS OF *ME!*

DO YOU THINK I WOULD BE *FOOLISH* ENOUGH TO ALLOW *THE WEST* TO OBTAIN *ANY* OF THE DATA I HAVE ACCUMULATED HERE?

THINK AGAIN.

DESTRUCT SEQUENCE INITIATED.

WHA -- A *HOLOGRAM?!*

CABLE, THIS IS GOING SOUTH!

HE'S GOT THIS PLACE RIGGED TO *BLOW!*

CABLE..?

WHAT ARE YOU *DOING?!*

00:09

YOU'RE IN THERE, AREN'T YOU?

BARELY, AND YOU'RE SLIPPING AWAY FAST.

I CAN HELP --

-- BUT YOU'VE GOT TO HOLD ON WITH EVERY-THING YOU HAVE.

LET MY MIND BE YOUR TETHER.

REACH OUT --

-- AND DON'T LET GO...

NOW.

SHKK

WHOOPH

LIGHTNING FAST.

BARELY GOT A TK SHIELD UP IN TIME OR ELSE I'D BE *DROWNING.*

NOW WHO -- TREMAIN?!

I *REGRET* HAVING TO DO THIS, OLD FRIEND.

BUT THE IDEALS WE ONCE SHARED --

-- HAVE BECOME *ANTIQUATED* -- EVEN FOR A MAN FROM THE *FUTURE.*

YOU'RE THE ONE WHO'S BEEN FOLLOWING ME -- !

SEE CABLE #31 & 32 -- Mark!

ROAR!

HOW CAN THIS BE?!

I WAS TOLD... ASSURED...

... YOU HAD DIED!

THEN YOU WERE NOT MIS-LEAD.

FOR THE MAN YOU KNEW NO LONGER EXISTS.

I AM ONLY POST NOW.

A SENTRY -- THE SUPPORT UPON WHICH A NEW ORDER WILL BE BUILT.

I SIGNAL THE COMING OF ONSLAUGHT.

I HAVE FOUND A NEW DREAM...

... AND A NEW DREAMER.

THE PAST...

YOU'RE *GOING* TO MAKE IT.

IF I HAVE *ANYTHING* TO SAY ABOUT IT --

-- AND I DO!

CABLE!

OUR *ORDERS* ARE *SPECIFIC* TO *IN* AND *OUT!*

THIS IS ***NOT*** A RESCUE OP!

THE EVAC LINES CAN'T SUPPORT HIS EXTRA WEIGHT!

LOOK AT THE MONITOR -- HE'S *FLATLINING!* HE'LL PROBABLY *DIE* BEFORE WE GET HIM TO A MEDIC!

AND THERE'S ANOTHER *HALF-DOZEN* MEN ABOVE WHOSE LIVES YOU'RE PUTTING AT RISK!

THEN I'LL GET MY OWN RIDE *BACK!*

YOU WON'T DIE.

I CAN TELEKINETICALLY KEEP YOUR HEART AND LUNGS FUNCTIONING...

... FOR NOW...

CABLE, THIS PLACE IS ABOUT TO GO *SKY-HIGH!*

ONE MAN ISN'T GOING TO MAKE A DIFFERENCE.

THAT'S WHERE YOU AND I WILL ***ALWAYS*** DISAGREE, G.W.

ONE MAN ***CAN*** MAKE ALL THE DIFFERENCE IN THE WORLD!

OUTSIDE THE MANDARIN'S COMPLEX.

YOU'VE LOST *A LOT* OF BLOOD.

BUT IF I HAVE TO *CARRY* YOU ALL THE WAY INTO *TURKEY*, I WILL.

IN AMERICA, THERE ARE PEOPLE WHO CAN HELP YOU.

CABLE. PUT ME DOWN.

GO... GO ON ALONE. I'LL... ONLY DIE.

NOT AN OPTION.

I DON'T TAKE A LIKING TO *THAT* MANY PEOPLE.

I'VE BEEN INSIDE YOUR HEAD -- AND YOU'VE BEEN IN MINE.

YOU'VE SUFFERED *ENOUGH.*

YOU NEED A BLOOD TRANSFUSION *IMMEDIATELY.*

AND FOR GOOD OR FOR BAD, THE ONLY STUFF WE'VE GOT IS *MINE.*

NO TELLING WHAT THE *TECHNO-VIRUS* WILL DO TO YOU --

-- BUT THAT'S A CHANCE WE'LL *HAVE* TO TAKE.

I'LL... NEVER FORGET YOU FOR THIS...

... NEVER...

NOW.

IT... ALL... *FITS.*

BLAQUESMITH IS *GONE* WHEN I NEED HIM MOST.

TREMAIN IS *ALIVE.*

ONSLAUGHT IS BEHIND IT ALL --

-- AND AS *IMPOSSIBLE* AS IT SEEMS --

-- THERE'S ONLY ONE MAN WHO HAS THE POWER *AND* KNOWLEDGE TO DO ALL THAT!

NNNNGGGN

ALL THIS TIME WE WERE WORRIED ABOUT *NATE GREY* --

-- AND THE GREATEST THREAT OF *ALL* WAS BEFORE OUR EYES!

GOTTA GET WORD TO THE *X-MEN* --

-- BUT I... DON'T HAVE THE PSIONIC ENERGY... LEFT --

-- TO EVEN HOLD MY OWN BODY TOGETHER!

FIN

DOESN'T *MATTER.*

SCOTT AND JEAN... ALL OF THEM... THEIR *LIVES* DEPEND ON *KNOWING* --

WHICH IS WHY YOU WON'T HAVE THAT CHANCE.

WHACK

I WISH YOU COULD *UNDERSTAND* THIS IS FOR THE BEST.

PEOPLE HAVE *HAD* THEIR CHANCE!

WHY SHOULD *WE* SUFFER -- YOU, ME, THE X-MEN --

-- WHEN THERE'S SOMEONE WHO CAN *CHANGE* EVERYTHING?

ONSLAUGHT'S AGENDA WILL BE FULLFILLED.

TRACK

BOOM

BELIEVE ME...

... IF THERE WERE *ANY* OTHER WAY...

NEVER...

WHAT --?

NEVER!

IN YOUR CONDITION, YOU'LL *DIE* NOW ANYWAY...

*POST! HAVE YOU FORGOTTEN YOUR **PURPOSE**?*

*HAVE YOU FORSAKEN HE WHO **RE-MADE** YOU?*

NO. NOTHING HAS CHANGED, ONSLAUGHT. I REMAIN YOUR MOST DEVOUT SERVANT.

*IT IS AS YOU WISHED -- THE TIME-WALKER IS NO FURTHER THREAT TO ANYONE OR **ANYTHING**.*

DON'T... COUNT ME OUT...

... LEARNED TOO MUCH...

*YOU'VE LEARNED **NOTHING**...*

*... SHORT OF THE **INEVITABLE**...*

NEVER...

NEXT:
THE INCREDIBLE
HULK

Cable #33 pinup by Rick Leonardi

MARVEL COMICS

X-MEN

JULY '96 334

APPROVED BY THE COMICS CODE AUTHORITY

THE UNCANNY X-MEN™

SPECIAL ONSLAUGHT UPDATE INSIDE!

THE UNSTOPPABLE RETURN OF...

JUGGERNAUT!™

stan lee presents THE UNCANNY X-MEN in

dark horizon

EVEN UNDER THE BEST OF CIRCUMSTANCES...

... CAIN MARKO WAS NEVER THE MOST PLEASANT OF PEOPLE.

C'MON, C'MON ALREADY...

... YA LOSERS.

HIS BEHAVIOR WAS DISTINCTLY ANTI-SOCIAL LONG BEFORE HE WAS EVER TRANSFORMED BY THE CRIMSON RUBY OF CYTTORAK --

-- INTO AN UNSTOPPABLE FORCE OF NATURE CALLED...

...THE JUGGERNAUT!

written by scott lobdell pencils by joe madureira with inks by tim townsend

color by steve buccellato and team bucce! lettering by richard starkings and comicraft and featuring bob harras as the chief

LIKE I GOT *NUTHIN'* BETTER TO DO THAN *WADE* AROUND WAITIN' FER *CYCLOPS* AN' *JEAN GREY* T'COME HOME?

I SHOULD JUST *GO UP* AND *BANG* ON THEIR DOOR.

SHOULD.

BUT I *WON'T.*

WHAT'S MY PROBLEM?

MY ENTIRE LIFE, I *WANTED* SOMETHIN'..? I *TOOK* IT.

SOMETHIN' WAS *IN MY WAY..?* I *PLOWED* OVER IT.

I AIN'T NEVER BEEN AFRAID OF *NUTHIN'* MY WHOLE LIFE.

LEAST-WAYS, NOT UNTIL *NOW.*

UNTIL... *ONSLAUGHT.*

WHAT IS IT ABOUT... "*HIM*"... THAT'S GOT ME SO *SPOOKED* I CAN'T -- EH?

WRRR

CLICK

A *SECURITY* CAMERA? *GREAT?*

THAT MEANS *ONE* OF MY BROTHER'S -- MY *STEPBROTHER'S* -- STUPID MUTANT *FLUNKIES* WILL BE DOWN HERE IN A *FLASH*...

... TO SEE WHAT *HAPPENED* TO THE FERSHLUGGINER THING!

NOW, WHILE IT'S *PANNIN'*... BEFORE IT *SPOTS* ME --

... *WHAMMO!*

I *LOVE* LOVE *LOVE* SMASHING THINGS!

THUM

TO *UNLOCK* THE *SECRET* OF ONSLAUGHT.

A SECRET I GOT *FLOATIN'* IN MY *HEAD*.

IF ONLY IT WAS *THIS* EASY TO *POUND ON* ONSLAUGHT -- THE THING WHAT NEARLY *KILLED* ME A WHILE BACK.

BUT THEN, *THAT'S* WHY I'M HERE.

SEE UNCANNY 322. -- Bob!

SEVERAL HUNDRED YARDS AWAY...

...SITS THE XAVIER INSTITUTE FOR HIGHER LEARNING, NAMED AFTER CHARLES XAVIER, CAIN MARKO'S STEPBROTHER.

UNKNOWN TO MOST OF THE WORLD, HE IS THE MUTANT KNOWN AS PROFESSOR X.

SEVERAL YEARS AGO, HE OPENED THE DOORS OF HIS WESTCHESTER ESTATE TO YOUNG, FRIGHTENED MUTANTS FROM ALL OVER THE WORLD (AND SOMETIMES BEYOND). HE CALLED THIS COLLECTION OF REFUGEES THE UNCANNY X-MEN...

BISHOP IS ONE SUCH REFUGEE FROM A TIME-NOT-YET-COME.

INTRIGUING.

I'VE BEEN TRYING TO REPAIR THE MUTANT-TRACKING CEREBRO UNIT AFTER IT OVERLOADED --

-- BUT I HAVE TO ADMIT, THIS IS ALL SOMEWHAT DISCONCERTING.

MUCH OF THE TECHNOLOGY UTILIZED IN THIS DEVICE... IS ALMOST IDENTICAL TO THAT USED A CENTURY FROM NOW.

BUT HOW IS THAT POSSIBLE?

WHAT COULD HAVE HAPPENED THAT WOULD STUNT THE DEVELOPMENT OF TECHNOLOGY TO SUCH AN EXTREME DEGREE?

SEE X-MEN #51 -- Bob!

WHAT DISASTER WILL OCCUR THAT --

-- Hunh?

LOOKIN' FOR DIS, MON AMI?

REMY?

DID YOU JUS' CALL ME "REMY"?!

NOT GAMBIT. NOT LeBEAU.

FOR DE FIRST TIME SINCE YOU DROPPED INTO DIS CENTURY, YOU CALLED ME REMY.

YOU TRYIN' TO MAKE ME BLUSH?

MAYBE I'M JUST... *HAPPY.*

IN MY OWN WAY.

'CAUSE YA LEARNED YA *WEREN'T CRAZY* --

-- WHEN DAT VILLAIN, *SINISTER,* WENT INSIDE Y'HEAD AND PULLED OUT ALL DOSE MEMORIES FLOATIN' AROUND?

GRANTED, HE'S NOT THE MOST RELIABLE SOURCE IN THE WORLD -- BUT HE SEEMED AS SURPRISED AS I WAS AT THOSE THOUGHTS.

TRUE, I'M NO *CLOSER* TO FIGURING OUT WHAT IT ALL *MEANS* --

-- BUT IT IS *REASSURING,* IN A SMALL WAY, TO KNOW I AM *NOT* GOING INSANE.

WEIRD, AIN'T IT?

WHAT'S *THAT?*

DAT PROFESSOR X WASN'T ABLE TO *HELP* YOU SORT THINGS OUT.

HERE HE IS, DE MOST *POWERFUL TELEPATH* ON DE FACE OF DE *PLANET,* YET --

PING PING

THE INTRUDER ALARM?!

JUST AS *WELL,* GAMBIT -- I DIDN'T LIKE WHERE YOU WERE HEADING.

COMPUTER: STATUS REPORT.

SECURITY ALERT. SECTOR: SUBAQUA V.

IN *ENGLISH.*

THAT *WAS* ENGLISH.

Hmmm. NO TRACE OF *MUTANT* ACTIVITY.

IT'S PROBABLY JUST SOME *DEBRIS* IN THE LAKE... *CLOGGING* THE *CAMERA.*

WANT TO CHECK IT OUT?

Y'HAVE T'ASK?

AT THAT MOMENT...

DANGER ROOM OCCUPANT DESIGNATE: CYCLOPS SESSION LEVEL: OMEGA LAMBDA

-- IN THE MANSION'S DANGER ROOM...

... SCOTT SUMMERS UNWINDS. THE ONLY WAY HE KNOWS HOW.

BY PUSHING HIMSELF FARTHER THAN HE CAN GO.

LET THE OTHER X-MEN HONE THEIR POWERS WITH HOLOGRAPHIC SIMULATIONS.

CYCLOPS, THEIR LEADER, PREFERS THE STRAIGHT-AHEAD, OL' FASHIONED TRAINING SESSIONS.

OL' FASHIONED...

WRRRL

CLICK

...BUT DEADLY.

SLAM!

A WIDGET EXPLODING BEHIND ME?!

I DIDN'T EVEN SEE IT...

... JEAN?!

SCOTT. WE HAVE TO TALK.

COMPUTER, END PROGRAM!

COMPUTER, NO!

BELAY THAT *COMMAND* -- *CONTINUE* PROGRAM!

ZEP

JEAN, WHAT'S GOING ON? I KNOW YOUR *TELEKINETICS* CAN *PROTECT* US...

... BUT *WHY* TALK HERE? WHAT *HAPPENED* TO YOU?

ZAP ZAP

I *SAW* HIM, SCOTT.

HIM..?

ONSLAUGHT?

HE *SPOKE* TO ME, SCOTT. HE... WANTED ME TO *JOIN* HIM.

SEE X-MEN #53, STILL ON SALE IF YOU'RE LUCKY! -- Bob!

JOIN HIM... *HOW?*

HE... *DIDN'T SAY.*

THAT IS, I DON'T... *THINK...* HE SAID.

THE *WHOLE CONVERSATION* TOOK PLACE ON THE *PSIONIC PLANE.*

WITH EVERY MOMENT THAT *PASSES...* I REMEMBER *LESS* AND *LESS.*

THEN WE NEED TO GET YOU TO THE *PROFESSOR* SO HE CAN --

NO!

SCOTT, NOT... *YET.*

I'LL *TALK* TO HIM IN THE *MORNING...* I *PROMISE.*

I JUST NEED A LITTLE TIME TO THINK.

JUST A LITTLE TIME.

OVER HALF A CONTINENT AWAY, IN THE COLORADO HOME OF WARREN WORTHINGTON III.

THE MUTANT KNOWN AS ARCHANGEL HAS TAKEN TEMPORARY LEAVE FROM THE X-MEN --

-- FOR THE STATED REASON OF ATTENDING TO THE RECOVERING PSYLOCKE.

BUT AS HE FEELS A FAMILIAR FIRE RAGING IN HIS GUT -- AS HIS COLD TECHNO-ORGANIC WINGS NUMB HIS BACK AND SHOULDERS...

...HE HAS TO ADMIT HIS OWN INJURIES MIGHT BE FAR MORE GRIEVOUS.

WARREN.

IT SEEMS AS IF WE'RE HAVING A SIMILAR PROBLEM IN OUR EFFORTS TO CONTACT THE PROFESSOR --

-- AND WARN HIM OF JUGGERNAUT'S IMMINENT ARRIVAL.

YOU HAVENT HAD ANY LUCK CONTACTING HIM TELEPATHICALLY, BETTS?

SEE X-MEN #54 -- Bob.

NO.

BUT THAT MIGHT BE DUE TO WHATEVER HAPPENED TO ME WHEN I WAS EXPOSED TO THE CRIMSON DAWN.

UNCANNY X-MEN #330 -- Bob.

I DON'T THINK SO. LOOK AT THE SCREEN... COMPLETELY BLANK.

AT THE VERY LEAST WE SHOULD HAVE BEEN RE-ROUTED THROUGH THE ON-SITE CEREBRO PLATFORM.

THEN SOMETHING'S WRONG.

YES. SOMETHING'S DEFINITELY WRONG.

WHAT DO YOU SAY, PSYLOCKE?

UP FOR A TRIP TO WESTCHESTER?

PROFESSOR XAVIER'S STUDY.

SAM GUTHRIE -- THE YOUNGEST X-MAN, ALSO KNOWN AS CANNONBALL.

AND PROFESSOR CHARLES XAVIER HIMSELF.

AFTER MAKIN' SUCH A *MESS* BY NOT BEIN' ABLE TO HELP *WOLVERINE*, SIR, AH'M JUST THINKIN' THAT MAYBE AH DON'T *BELONG* IN THE *X-MEN.*

NOT THAT IT AIN'T ALWAYS BEEN *MAH DREAM.* BUT WHEN AH WAS WITH *X-FORCE*, AH ALWAYS FELT AH MADE A *DIFFERENCE.*

HERE, IT FEELS LIKE MAYBE AH'M JUST *HOLDIN' EVERYONE BACK.*

THEN *LEAVE.*

SEE THE SEMI-CLASSIC WOLVERINE #100 -- Bob

Uh... *PARDON?*

DO YOU HAVE *ANY* IDEA OF THE *DEGREE* OF PROBLEMS WE FACE ON A *DAILY BASIS*, SAM?

THE *SENTINELS. EVIL MUTANTS.* RAGING PACKS OF *PARANOID* HUMANS. THE *LEGACY* VIRUS!

THERE ARE *YOUNG MUTANTS* BEING *BEATEN* TO *DEATH* PRACTICALLY ON OUR VERY *DOORSTEP..!*

ARE YOU *THAT* SELF-IMPORTANT THAT, WITH EVERY-THING *ELSE* I HAVE ON MY MIND --

-- I'M SUPPOSED TO BE *CONCERNED* WITH YOUR *PROBABLY JUSTIFIABLE* FEELINGS OF *INADEQUACY?!*

SIR, AH NEVER THOUGHT...

NO. YOU *DIDN'T.*

WE HAVE A *GOAL* HERE, SAM... TO SAVE THIS WORLD WHILE THERE'S STILL A WORLD LEFT!

IF YOU'D RATHER *PLAY* AT BEING THE *YOUNG RADICAL* AND CAUSE A *LOT* OF *SOUND* AND *FURY* WITH *CABLE* AND *X-FORCE* WHILE DOING *NOTHING* OF ANY MERIT... FINE.

GO *DO* THAT.

IF YOU WANT TO BE AN *X-MAN*... IF YOU WANT TO *STAND* FOR SOMETHING, THEN *ENOUGH* OF YOUR *WHINING* AND GET BACK TO THE *JOB* AT HAND.

I *TRUST* WE WON'T BE HAVING THIS CONVERSATION AGAIN.

NO, SIR.

WE WON'T.

OUTSIDE.

ACTUALLY, *MON AMI*... WE REALLY HAVE IT PRETTY GOOD.

INDEED?

I MEAN, LET'S LOOK AT DE *BIG PICTURE*. WE GOT A MANSION IN WESTCHESTER --

-- WHERE WE GET TO HANG OUT ALL DAY WIT' *FRIENDS* AND DE CLOSEST THING ANY OF US HAVE *T'FAMILY* --

-- AND WE GET TO USE ALL DIS WAY COOL TECHNOLOGY T'HELP IN *FIGHTIN'* DE BAD GUYS.

DIS WATER SKIMMER IS A CASE IN POINT.

I MEAN, IF DE *ENTIRE WORLD* DIDN'T FEAR AND HATE US AND WANT *ALL* MUTANTS DEAD --

-- WE'D BE HAVING THE *TIME* OF OUR LIVES.

BUT THEY *DO*.

AND WE *AREN'T*.

DETAILS.

ANY *READINGS* YET?

ACCORDING TO THE *SCANNER* -- IF ANYTHING IS DOWN THERE, IT IS CATEGORICALLY *NOT* A MUTANT.

MAYBE YOUR OPTIMISM IS *WELL-FOUNDED*, REMY.

MON DIEU!

WHAT IS IT, GAMBIT?

IT'S...

THE WORD YER *LOOKIN'* FOR IS...

...JUGGERNAUT!

THE MUTANT CALLED **BISHOP** POSSESSES THE GENETIC ABILITY TO **ABSORB** AND **RECHANNEL** ANY FORM OF ENERGY.

SHUNK

WHEN HE'S CONSCIOUS.

WHICH HE IS NOT.

AT THIS MOMENT.

GAMBIT HAS THE POWER TO **KINETICALLY CHARGE** INANIMATE OBJECTS...

I DON'T *BELIEVE* WE EVER MET, *MARKO.*

DE NAME IS *GAMBIT!*

... AND RELEASE THAT ENERGY UPON IMPACT!

TZAH

TZAH

THAT NAME IS *ALMOST* AS *DUMB* AS YER *ACCENT...*

... HOW 'BOUT IF I *JUST* CALL YA...

SNAP

... "LOSER!"

SPLISH

SPLOSH

SPLOOSH

IS IT *ME...*

... OR DO THEY NOT MAKE X-MEN LIKE *THEY* USED TO?

LET'S HOPE THE *REST* O' THE TEAM AIN'T A BUNCH O' *PANTYWAISTS* LIKE THESE TWO, OR THERE AIN'T NO WAY THEY'RE GONNA BE MUCH *HELP* AGAINST *ONSLAUGHT.*

ELSEWHERE ON THE GROUNDS...

ANY *LUCK*, HANK?

UNIT 03

PLEASE, ROBERT -- ALLOW HIM TIME TO *CONCLUDE* HIS EXAMINATION.

ORORO, THIS IS THE *BRILLIANT* Dr. *HENRY McCOY.*

WHEN *THIS* PLACE USED TO BE A *SCHOOL*, HE'D HAVE A *TRIGONOMETRY* BOOK OPEN IN *ONE* HAND --

-- *RUSSIAN LIT* IN THE OTHER --

-- WHILE BAKING A *LEMON MERINGUE PIE* WITH HIS *FEET!*

Ah, *YOUTH.*

I *REMEMBER* IT WELL.

BUT *STORM* IS RIGHT, *ICEMAN.* FOR THE MOMENT, I NEED TO *CONCENTRATE* ON UNDERSTANDING *WOLVERINE'S* RECENT *TRANSMUTATION* INTO HIS *CURRENT* STATE.

THIS IS GETTING *RIDICULOUS!* HOW MUCH *INFORMATION* DID MY OTHER SELF -- THIS TIME-LINE'S HANK McCOY -- *HAVE* IN HIS HEAD⊗?!

IT IS AS IF THE *X-MEN* LOOKED TO HIM FOR EVERYTHING FROM *BATTLE SCENARIOS, TECH-SUPPORT* AND *MEDICAL EVALUATIONS* TO STUDYING THE *LEGACY VIRUS!*

I ONLY CHOSE TO POSE AS THE BEAST IN ORDER TO BEST *HIDE* FROM *SINISTER.*

HOW LONG BEFORE I'M *FOUND OUT* IN THE *CENTER* OF THE LION'S DEN?

⊗ THE RENEGADE AGE OF APOCALYPSE BEAST MADE THE SWITCH IN X-MEN UNLIMITED #10 -- Bob.

SO WHAT'S THE *DIAGNOSIS*, BLUE -- IS LOGAN'S CONDITION JUST *TEMPORARY*, OR NO?

WHAP

TOUCH ME ONE MORE TIME AND I'LL *KILL* YOU.

SPIT IT OUT, DOC.

BEST GUESS.

IN WORDS OF ONE *SYLLABLE?*

I *DO* NOT *HAVE* A *CLUE.* *YET.*

CLICK

WHICH ISN'T TO SAY THAT WITH A FEW MORE *TESTS*, WE CAN --

SHA

-ULP- SOMEHOW THE *RESTRAINTS* HAVE COME LOSE!

DON'T SWEAT IT, BEAST... IT AIN'T LIKE I'M SOME MINDLESS ANIMAL!

I'M NOT WITHOUT MY OWN... RESOURCES.

SEE RECENT ISSUES OF WOLVERINE FOR MORE ON HIS RELATIONSHIP WITH THE MYSTERIOUS WOMAN CALLED ELEKTRA - Bob!

LOGAN?!

I *SHOULD* LET HIM GO AND GIVE HIM *TIME* TO *THINK*.

GODDESS KNOWS I HAVE HAD MY OWN PROBLEMS OF LATE --

-- AND I HAVE CHOSEN TO *DEAL* WITH THEM IN MY *OWN WAY*.

SEE THE STORM LIMITED SERIES BEFORE IT SELLS OUT! -- Bob again.

SUCH IS THE BURDEN OF LEADERSHIP.

AS STORM USES HER INBORN ABILITY TO MASTER THE VERY WINDS TO GIVE CHASE TO WOLVERINE...

?!

BY THE *BRIGHT LADY*, SAMUEL! WHY ARE YOU JUST *HOVERING* THERE..?

LOOK, MA'AM. AH REALIZE AH'M THE NEW KID IN THE X-MEN, BUT AH'VE BEEN AT THE SCHOOL FOR YEARS AN' AH'M *MIGHTY CONCERNED*.

WE NEED *T'TALK*, STORM... ABOUT THE PROFESSOR.

NEW HAMPSHIRE.

THE ROAR OF THE APPLAUSE IS DEAFENING.

CREED '96

MUTANTS

IN MANY WAYS, THE LOVE THAT A DISENFRANCHISED COUNTRY FEELS FOR PRESIDENTIAL CANDIDATE GRAYDON CREED...

...IS AS PASSIONATE AS THEIR GROWING HATRED OF THE MUTANT POPULACE IN THEIR MIDST.

I WONDER WHAT THEY WOULD SAY IF THEY KNEW THEIR "FAVORITE SON" --

-- WAS THE *HUMAN CHILD* OF THE NOTORIOUS MUTANTS *MYSTIQUE* AND *SABRETOOTH?*

YOU'RE AN *IDIOT.*

WHAT ARE YOU DOING HERE...

DON'T THINK YOU CAN COME IN HERE AND *TALK* TO ME LIKE I'M SOME... SOME *PETULANT CHILD!*

IN THE GRANDER SCHEME OF THINGS, GRAYDON, YOU'RE MUCH LESS THAN THAT.

... BASTION?

I HAVE A PLAN, *CREED.*

LET'S NOT HAVE THIS *CONVERSATION* AGAIN.

A PLAN THAT IS MUCH MORE *IMPORTANT* THAN YOUR *PATHETIC GRASP* FOR MEGALOMANIA.

YOUR *"HANDLING"* OF SENATOR KELLY'S *"INDISCRETIONS"* CLASSIFIES AS A *TOTAL DISASTER.*

CONSIDER YOURSELF *FORTUNATE* THAT HE LIVED.

SEE LAST ISSUE -- Bob.

THE LAKE HOUSE.

HOME AT LAST.

SO WHY DON'T I *FEEL...*

KLIK

... SAFE?

YOU KNOW WHY, JEAN. BECAUSE YOU CAN'T *REMEMBER* MUCH OF THAT *ENCOUNTER* WITH ONSLAUGHT.

IT'S AS IF HE WERE *TOYING* WITH ME.

THE ONLY THING I KNOW FOR SURE IS THAT HE IS A *PSI* OF THE HIGHEST ORDER.

ALL THE MORE *REASON* I SHOULD CONFIDE IN THE PROFESSOR. *BUT* --

THUMP

A NOISE... OUT ON THE PORCH?

GAMBIT?!

BISHOP?!

A *QUICK PSI-SCAN* INDICATES THEY'RE *OKAY*, BUT --

I *COULDA* KILLED 'EM.

YOU *KNOW* THAT.

SO, SEEIN' AS I ACTED ON YER BASIC "*GOOD FAITH*" AND ALL, ***MARVEL GIRL*** -- WHY DON'T WE JUST SKIP THE PART WHERE I ***BUST*** YA UP...

... AND YOU AGREE TO USE YER ***FANCY SCHMANCY HEAD POWERS*** TO GIVE ME A HAND?

"*GOOD FAITH*", MARKO..?!

PLEASE, I ***BARELY*** HURT 'EM.

I'M ***TELLING*** YA, I'M A ***CHANGED MAN.***

I'VE GONE THROUGH A FEW ***CHANGES*** MYSELF.

I'M CALLED ***PHOENIX*** AGAIN... AND I HAVE MORE THAN ENOUGH POWER TO HOLD YOU ***UNTIL*** THE OTHERS ARRIVE!

MAYBE.

BUT WE AIN'T GONNA FIND OUT.

I AIN'T GONNA ***RESIST*** YOU, KID.

HE'S TELLING THE TRUTH... HE'S NOT PUTTING UP ANY STRUGGLE WHATSOEVER.

IT'S LIKE I WAS SAYING... I AIN'T HERE TO ***BREAK*** UP THE FURNITURE AND ***TEAR*** UP THE FRONT LAWN.

SO THEN WHY ***ARE*** YOU HERE?

I... NEED *HHHH...*

*...*HHHH*...*

... H...

I'M HERE TO HELP.

ACTUALLY, WE WERE DOING *FINE* BEFORE YOU SHOWED UP.

BUT IF YOU THINK YOU HAVE SOMETHING TO *OFFER*, FINE.

COME WITH ME TO THE PROFESSOR AND --

FER *CRIPE'S* SAKE, YA FLAMIN'-HAIRED PINHEAD, HE'S MY *STEPBROTHER* -- THE ONE I ALWAYS HATED! HE'S PROBABLY THE LAST PERSON IN THE WORLD I TRUST!

THE *WHOLE* REASON I'M HERE IS 'CAUSE I GOT THE SECRET OF WHO *ONSLAUGHT* IS... ONLY I *CAN'T* GET *T'THAT* PART OF MY HEAD!

ONSLAUGHT?

YOU KNOW THIS HELMET IS THE ONLY THING THAT PROTECTS ME FROM YOUR POWER?

SO WHAT DOES THIS *TELL* YOU?

TELL ME, *CAIN*... WHY AM I SUPPOSED TO BELIEVE YOU TRUST *ME* ANY MORE THAN THE PROFESSOR?

YES.

DEEP BELOW THE INSTITUTE, HIDDEN FROM ALL EYES, LIES XAVIER'S "WAR ROOM".

NATE GREY.

THE ENIGMATIC "X-MAN".

THE *ONLY* MUTANT MIND TO *EVER* TRANSPORT MY TELEPATHIC ESSENCE FROM THE *ASTRAL* PLANE.

YOU HAVE MY *ETERNAL GRATITUDE*, BOY.

WHAT I AM *ABOUT* TO *DO*...

...I *COULDN'T* HAVE DONE *WITHOUT* YOU.

SEE X-MAN #10 FOR THAT PIVOTAL BATTLE. -- Bob

PING

KLIK

ENTER... *CYCLOPS.*

PROFESSOR.

YOU WANTED TO *SEE* ME?

THERE ARE MANY THINGS I WANTED FROM YOU OVER THE YEARS, SCOTT.

BUT IN THE *FINAL ANALYSIS*, I THINK IT'S SAFE TO SAY YOU'VE BEEN A *TREMENDOUS DISAPPOINTMENT*.

AS A *LEADER*. AS A *SURROGATE* SON.

AS A *FRIEND*.

WOULDN'T YOU *AGREE?*

SIR...

CHARLES?

WHAT'S WRONG?

STAY CALM.

NEVER LET YOUR ADVERSARY KNOW YOU'RE OFF BALANCE.

DON'T LET HIM SHAKE YOU.

I... NEED YOU... SCOTT.

FOR ME. FOR ALL OF US.

NOW... MORE THAN EVER.

PROFESSOR?!

A TELEPATHIC PROJECTION?! BUT --?!

EXCELLENT.

TO BE STRONG.

COMPUTER? PATCH ME THROUGH TO PROFESSOR XAVIER, WHEREVER HE IS ON THE GROUNDS.

XAVIER IS IN HIS STUDY, WHERE HE HAS BEEN FOR THE LAST FORTY-EIGHT HOURS.

COMMLINK IS OPEN:

RELAX, CYCLOPS.

CONSIDER THIS A TEST... FROM A FORMER INSTRUCTOR TO HIS FAVORITE STUDENT.

AS ALWAYS, SCOTT, BE PREPARED.

FOR ANYTHING.

AND EVEN DEEPER BELOW THE INSTITUTE... AT A LEVEL JUST ABOVE THE DARKENED MORLOCK TUNNELS...

YEAH, *THIS* MAKES A LOT O' SENSE.

I SWALLOW *ENOUGH PRIDE* TO *ASK* YOU FOR HELP --

-- AND THE BEST YA CAN DO IS TO TAKE ME ON A REMAKE OF "*JOURNEY TO THE CENTER OF THE EARTH?*"

LOOK, CAIN, I'M TRUSTING YOU ENOUGH THAT I'M NOT EVEN *TELLING* MY HUSBAND, SCOTT, THAT I'M *HERE* --

-- *BECAUSE* I CAN'T *RISK ANYONE* TELEPATHICALLY PICKING UP THAT MESSAGE.

... I EXPECT *YOU* TO *TRUST ME* AS WELL.

I... *DO.*

DON'T ASK ME WHY, BUT I DO.

WHOA.

WHAT IS *THAT?*

IT'S A PLACE *ONSLAUGHT* SHOWED ME IN HIS MIND.

IT'S A *PSI-SHIELDED* CHAMBER.

IT'S THE *ONE* PLACE IN THE *WORLD* WHERE WE'LL FINALLY FIND THE *ANSWER* TO THE QUESTION...

FOR THAT ANSWER -- AND THE BEGINNING OF THE STORY THAT WILL **ROCK** THE MARVEL UNIVERSE -- YOU DON T **DARE** MISS

ON SALE IN TWO WEEKS!

... WHO IS ONSLAUGHT?

MARVEL® COMICS

X-MEN®

JULY '96 54

APPROVED BY THE COMICS CODE AUTHORITY

SPECIAL ONSLAUGHT UPDATE INSIDE!

THE CROSSING

X-MEN®

Prismatic etched variant cover

XAVIER INSTITUTE FOR HIGHER LEARNING.

SAM GUTHRIE HAS HAD BETTER NIGHTS.

AS THE YOUNGEST -- AND MOST POINTLESSLY INSECURE -- OF THE X-MEN, SAM WENT TO TEAM FOUNDER CHARLES XAVIER EARLIER TODAY, LOOKING FOR YET ANOTHER PEP TALK.

XAVIER'S RESULTANT SCREED CONTAINED MANY, MANY HARSH WORDS.

"PEP" WASN'T ONE OF THEM.

NOW SAM SITS WATCHING... WAITING TO BUILD ENOUGH COURAGE TO TELL XAVIER OFF.

HE SHOULD BE READY BY THANKSGIVING.

2005.

-PSSST!-

CYCLOPS? THAT YOU?

SAM? WHAT ARE YOU DOING UP THERE?

JUST... THINKIN'.

ABOUT? WAIT... LET ME GUESS.

ORORO TOLD ME THE PROFESSOR PUT YOU THROUGH ONE OF HIS LITTLE LECTURES.

THEY STING, DON'T THEY?

YOU... YOU GOT 'EM, TOO?

GOT 'EM... WHEN I WAS YOUR AGE.

THE HARD PART WAS FIGURING OUT WHICH ONES I DESERVED...

... AND WHICH ONES I GOT BECAUSE HE HAD SOMETHING BIGGER EATING AT HIM.

I SUSPECT THE *LATTER* IN THIS CASE. HE'S BEEN... OUT OF *SORTS* LATELY. WITHDRAWN. *SHARP.*

TELL ME ABOUT IT.

DON'T *JUDGE* HIM ON *THAT*, SAM. WHATEVER IT IS THAT'S WEIGHING HIM *DOWN*... HE'S *STILL* A *GREAT MAN.*

THERE'S NOT A *SINGLE ONE* OF US WHO DOESN'T OWE HIS *ALL* TO *CHARLES XAVIER.*

LOOK... WHY DON'T YOU CALL IT A *NIGHT?* I WANT TO *TALK* TO HIM... MAKE SURE HE KNOWS *EVERY* X-MAN WOULD LAY DOWN HIS *LIFE* TO *PROTECT* HIM FROM *ANY* THREAT...

... FROM SINISTER TO APOCALYPSE TO --

JUGGERNAUT!

NO TIME F'R *SMALL TALK*, BOYS!

WE'VE *SEEN* HIM! HE'S *HERE* --- AND HE'S ON A *RAMPAGE!*

STAN LEE PRESENTS THE SECRET OF ONSLAUGHT IN:

INQUIRING MINDS

MARK WAID STORY

DAN PANOSIAN INKS

ANDY KUBERT PENCILS

JOE ROSAS COLORS

MALIBU SEPARATIONS

RICHARD STARKINGS & COMICRAFT LETTERS

BOB HARRAS EDITOR IN CHIEF

HE GOT DE *DROP* ON *BISHOP* 'N' ME, *MON AMI!* TOOK US OUT BUT *GOOD* --

-- AND WHEN WE *AWOKE* -- HE WAS GONE!®

UNCANNY X-MEN #334
-- Bob.

WHAT DO YOU SUPPOSE HE'S *AFTER,* SCOTT?

BEST *GUESS?* WHAT HE'S BEEN SO *OFTEN* AFTER. HIS *STEP-BROTHER...*

... CHARLES.

CLEARLY, THE PROFESSOR'S NOT IN DANGER *NOW...*

... BUT THAT DOESN'T MEAN HE *WON'T* BE.

XAVIER MUST BE *PROTECTED* AT *ALL COSTS.* WE MUST *WARN* HIM.

NO.

BUT --

JUST... *TRUST* ME. I'M WORRIED THAT THE PROFESSOR HAS TOO MUCH ON HIS MIND AS IT *IS.*

SINCE I DON'T HEAR *WALLS* COMING DOWN, IT'S SAFE TO ASSUME JUGGERNAUT ISN'T IN THE *MANSION* YET.

THAT PUTS HIM ON THE *GROUNDS* SOMEWHERE.

SPLIT *UP.* *ICEMAN* -- YOU AND *BEAST* CHECK OUT THE *NORTH WOODS.* *WOLVERINE,* TAKE *BISHOP* AND *GAMBIT* TO THE *COVE.*

STORM, YOU AND *CANNONBALL* COME WITH *ME.*

WE'LL FIND *CAIN MARKO* -- AND *FAST.*

UNLIKELY.

NOT IF NO ONE'S LOOKING DEEP BENEATH THE MANSION... FOR A MOST UNUSUAL PAIR WITH A MOST UNUSUAL BOND.

SEPARATELY, BOTH JUGGERNAUT AND JEAN GREY HAVE BATTLED THE MYSTERIOUS BEING WHO CALLS HIMSELF ONSLAUGHT.

SINCE THEN, JUGGERNAUT HAS BECOME AWARE THAT HIS MEMORIES HOLD AN IMPORTANT SECRET ABOUT THEIR FOE... A SECRET MENTALLY BLOCKED BY ONSLAUGHT.

IN DESPERATION, HE HAS ASKED JEAN TO BREAK THAT BLOCK WITH HER TELEPATHIC POWERS IN HOPES OF LEARNING ONSLAUGHT'S IDENTITY --

-- BEFORE ONSLAUGHT CLAIMS THEM -- AND THE WORLD.

HEY, IF YOU CAN EXPLAIN JEAN'S COSTUME CHANGE BETWEEN UNCANNY X-MEN #334 AND NOW, YOU'LL WIN YOURSELF A BONA FIDE NO-PRIZE! -- Bob.

NICE *PLACE* YA GOT HERE. HOT 'N' COLD RUNNING *NOTHIN'*.

WHERE *ARE* WE?

INSIDE THE MOST HEAVILY PSI-SHIELDED CHAMBER ON *EARTH*. HERE, I HAVE THE PRIVACY I *NEED* TO DIG WHATEVER I *CAN* OUT OF THAT THICK SKULL OF *YOURS*.

I DIDN'T FIGGER YOU TO BE SUCH A SOLO ACT.

WE NEED TO *ENSURE* THAT WE'RE SAFE FROM ONSLAUGHT'S *PRESENCE*. HE'S ONE OF THE MOST *POWERFUL ESPERS* I'VE EVER *MET*.

I KNOW YOU'RE *SCARED* OF HIM, MARKO. FRANKLY, I AM *TOO*.

WHO SAID I WAS..?

WELL, *WHATEVER*. AWRIGHT. YOU'RE TH' *BOSS*... F'R *NOW*. GO *TO* IT.

WE'LL BE *SAFE* DOWN *HERE*...

I NOTICE YA DIDN'T PUT OUT ANY *CHIPS* 'N' *DIP* F'R THE *OTHER* X-MEN. YOU REALLY *AIN'T* EXPECTIN' COMPANY.

THEY DON'T *KNOW* ABOUT THIS ROOM.

PROFESSOR X ONCE *LIVED* HERE FOR AN EXTENDED PERIOD IN ORDER TO FAKE HIS OWN *DEATH.*®

...

WHAT ARE *YOU* SMILING AT?

UNCANNY X-MEN #42-65. -- BOB!

I *REMEMBER* THAT TIME. YOU MEAN HE *HID* FROM *ALL O' YA?* HE LIED TO HIS *PRECIOUS WIDDLE STUDENTS* AND LET 'EM *BELIEVE* HE'D *CROAKED?*

COOL!

I NEVER THOUGHT CHUCK HAD THAT KINDA *MOXIE.* I DIDN'T KNOW HE COULD BE SUCH A *CREEP.*

I'M *IMPRESSED.*

HE DIDN'T KEEP IT FROM *ALL* OF US, OKAY? NOW, *CONCENTR* --

HE TOLD *YOU?*

Oh-ho! YOU WERE *IN* ON IT? HELPED HIM *OUT*, MAYBE? YEAH! *I* CAN SEE IT!

SHUT.

UP.

WHATSA-*MATTA*, RED? STRUCK A *NERVE?*

NO.

YES.

A RAW ONE.

ONE EXPOSED BY ONSLAUGHT WHEN HE SHOWED JEAN GREY THE DARK SIDES OF CHARLES XAVIER.

DARK THOUGHTS. DARK EMOTIONS. NONE THAT MAKE HER EVEN REMOTELY COMFORTABLE IN THE PRESENCE OF THE MAN WHO WAS ONCE LIKE A FATHER TO HER...

...EVEN WHEN HE SHOULD HEAR WHAT SHE HAS TO SAY ABOUT ONSLAUGHT.

HE DID WHAT HE DID TO SAVE THE *PLANET*, MARKO. THE *PROFESSOR* IS THE MOST POWERFUL TELEPATHIC MIND *ALIVE.*

HE WAS DOWN HERE PREPARING A DEFENSE AGAINST *ALIEN INVADERS.* IF THEY EVEN *SUSPECTED* HIS PRESENCE, THEY WOULD'VE DESTROYED OUR *DEFENSE.*

NOW... FOR THE *LAST TIME... CONCENTRATE* AND LEAVE YOUR MIND --

THE Z'NOX IN UXM #65. -- Bob

-- OPEN --?

NO!

YOU LEFT THE *DOOR UNSEALED!*

DON'T YOU REALIZE THAT IF THIS ROOM'S NOT *FULLY SHIELDED* --

-- IT'S NOT *PSI-PROOF?*

THOOM

JEAN..?

SCOTT? WHAT IS *WRONG?*

CAN'T... *FEEL* HER.

YOU TWO KEEP *SEARCHING.* I HAVE TO... CHECK SOMETHING *OUT...*

SCOTT?

GREAT. ONE LESS *HUNTER.*

I DON'T *GET* IT.

WHY CAN'T THE *PROFESSOR* REACH OUT AND FIND *JUGGERNAUT* WITH *CEREBRO...* OR EVEN *TELEPATHY?*

YOU STILL HAVE MUCH TO *LEARN,* CHILD.

CEREBRO IS A *MUTANT* DETECTOR. *JUGGERNAUT* IS A *HUMAN...*

... EQUIPPED WITH AN ALMOST *MYSTIC* ARMOR WHICH MAKES HIM *INVISIBLE* TO *PSI-SCANS...*

...WHICH AIN'T NORMALLY A *PROBLEM.* USUALLY, YOU CAN HEAR JUGGY'S *FOOTSTEPS* A *MILE* AWAY.

STEALTHY, HE AIN'T.

ANY *LUCK?*

NONE.

I CAN'T FIND HIS *SCENT* PAST THE POINT WHERE YOU TWO KNOCKED HIM INTA TH' LAKE.

WHICH MEANS WE KEEP *LOOKIN'*. PARANOIA'S RUNNIN' A LITTLE *HIGH* FOR MY TASTE TONIGHT...

... WHICH REMINDS ME OF THE VERY *FIRST* TIME WE DEALT WITH JUGGY. *REMEMBER?*

OF *COURSE.* FROM THE MOMENT I *SAW* HIM, I WAS HIGHLY *INTIMIDATED.*

YOU'RE *KIDDING*, RIGHT? IT WAS JUST LIKE *TONIGHT.* WE *DIDN'T* SEE HIM.

HE WAS *RAMPAGING OUTSIDE* THE MANSION... COMING RIGHT FOR US, TEARING THROUGH *EVERY WALL...* AND NOBODY KNEW EXACTLY *WHO* OR *WHAT* HE *WAS.*

WAAAAY BACK IN UXM #12. -- Bob

BY THE TIME WE ACTUALLY *SPOTTED* HIM, WE WERE *LONG SINCE INTIMIDATED.* RIGHT?

INDUBITABLY. THE MEMORY IS *CRYSTAL-CLEAR...*

...TO SOME OTHER HANK McCOY.

THIS ONE, HOWEVER, IS NOT THE TEAMMATE ICEMAN KNOWS... BUT RATHER, A MALEVOLENT DOPPELGANGER FROM AN ALTERNATE TIMELINE...

... AN INFILTRATOR WHO HAS SECRETLY TAKEN THE TRUE BEAST'S PLACE AS AN X-MAN...

... WHILE LEAVING THE REAL McCOY TO ROT INSIDE HIS HIDDEN LAIR.

OR SO HE BELIEVES.

CHANK

FINALLY.

NO POINT IN BREAKING LOOSE *BEFORE*, AS WEAK AS I *AM*, I COULD *NEVER* HAVE BATTERED MY WAY *OUT* OF THIS BRICK COFFIN.

BUT THE SIGHT OF A LOOSE *FLOORSTONE* GAVE ME *HOPE*...

... REWARDED.

DESPITE THE BYZANTINE *LAYOUT* OF THIS EDIFICE, *ESCAPE* SHOULD BE A *SIMPLE MATTER!* I'M --

-- FREE --?!

NOT SO *FAST*, FURBALL.

WHERE DO YOU THINK YOU'RE GOING?

SCOTT SUMMERS IS TRYING HARD NOT TO THINK ABOUT JUGGERNAUT.

HE CAN'T BE THE REASON SCOTT HAS SUDDENLY LOST HIS PSYCHIC RAPPORT WITH HIS WIFE, JEAN.

CAN HE?

SCOTT WOULD HAVE FELT JEAN'S SURPRISE AND PAIN HAD JUGGERNAUT FOUND HER... HARMED HER.

WOULDN'T HE?

ONLY ONE MAN KNOWS FOR CERTAIN.

PROFESSOR!

CYCLOPS, *PLEASE.* I ASKED *NOT* TO BE *DISTURBED.* IT'S THE *MIDDLE* OF THE --

IT'S ABOUT *JEAN,* SIR.

OUR *PSIONIC LINK* HAS BEEN BROKEN...

... AND I'M *EXTREMELY* WORRIED ABOUT HER.

ODD. I NO LONGER SENSE HER PRESENCE, *EITHER.* IT'S AS IF SHE'S VANISHED *ALTOGETHER* FROM THE *PSYCHIC PLANE.*

STRANGE... BUT IF ANYONE CAN TAKE CARE OF *HERSELF,* IT'S *JEAN.*

SIR..?

THAT WILL BE *ALL,* CYCLOPS.

NO, THERE'S *MORE,* PROFESSOR... *CHARLES...* YOU'LL *FORGIVE* ME, BUT I DON'T HAVE THE *PATIENCE* FOR YOUR NEW *BEHAVIOR PATTERN* RIGHT NOW.

YOU'RE TROUBLED BY *SOMETHING, CLEARLY...* WHICH IS THE *REASON* JEAN DIDN'T *COME* TO YOU TODAY...

-- AFTER SHE MET *ONSLAUGHT.*

THAT'S *RIGHT.*

ACCORDING TO *JEAN*, HE'S A *MEGA-PSI...* AND HE *CLAIMS* TO BE POWERFUL ENOUGH TO ANNIHILATE US *ALL.*

PERHAPS YOUR *COMPUTER FILES* --

-- ?

FRANKLIN. REED AND *SUE RICHARDS*, SIR?

FORGIVE ME FOR *ASKING*, SIR... BUT SINCE WHEN HAVE YOU BEEN KEEPING DATA ON THE *FANTASTIC FOUR?*

I...

...I *HONESTLY* HAVE *NO IDEA*, SCOTT.

IF I DID, INDEED, PULL THAT *UP*... I NO LONGER REMEMBER *WHY.* HOW *ODD.*

VERY WELL, SCOTT. I'LL FIND A WAY TO SEARCH FOR ONSLAUGHT *AND* JEAN. YOU HAVE MY *WORD.*

ONE LAST THING, THEN.

I DIDN'T WANT TO HAVE TO BURDEN YOU WITH THIS, *EITHER*, BUT... THERE'S BEEN A *JUGGERNAUT* SIGHTING. HE'S *LURKING* OUT THERE SOMEWHERE.

BIDING *TIME* WE CAN'T AFFORD TO *WASTE* ON HIM?

DEACTIVATE THE MANSION DEFENSES.

WHAT?

YOU HEARD ME, SCOTT.

IF HE'S *OUT* THERE, I WANT YOU TO *LURE HIM IN* SO YOU CAN DEAL WITH HIM *DEFINITIVELY.*

I *TRUST* MY X-MEN TO *DEFEAT* MY STEPBROTHER. YOU'VE *ALWAYS* BEEN *ABLE* TO... SINCE HE FIRST *AROSE.*

"IT WAS, LIKE, THE *WONKIEST LUCK.* *CHUCK* AND I, WE WERE SERVIN' IN *ASIA* ALL THEM YEARS AGO, WHEN WE GOT CUT OFF FROM THE REST OF OUR *PLATOON.*

"WE STUMBLED INTA THIS *WEIRD TEMPLE,* AND THIS *CRIMSON GEM,* IT JUST... *ATE ITSELF INSIDE* OF ME. TURNED ME INTO THIS *BRUTE.*

"IT WAS *GREAT.*"

MADE ME *UNSTOPPABLE...* AND CHEESED *CHUCK* TO *NO END.*"

"HA."

I DOUBT THAT THE PROFESSOR WOULD BE *JEALOUS* OF *THAT.*

WHY *NOT?*

WHEN WE WERE KIDS, I PUSHED HIM *AROUND* F'R BEIN' A *PUNY RUNT.* HE PROB'LY FIGURED HE'D EVENTUALLY *GROW UP* ENOUGH TO *FIGHT BACK.*

SURPRISE. I GOT TO BE *BIGGER* 'N' *STRONGER* FOR *ALL TIME.*

DROP IT. I'M IN YOUR MIND NOW. FOCUS ON THE *BLOCK.*

KEEP *HITTING* IT.

IT'S GIVING *WAY.*

BE READY FOR *ANYTHING...*

UPSTAIRS.

AT CYCLOPS' REQUEST, CHARLES XAVIER MAKES AN EFFFORT TO PROBE THE THE PSI-PLANE FOR SIGNS OF ONSLAUGHT.

THE EFFORT IS WEAK.

HE CANNOT FOCUS. THERE IS TOO MUCH NOISE IN HIS HEAD. HE IS DISTRACTED BY THE THUNDER...

... CLEAR SKIES TONIGHT. NOW, FOR AN UPDATE ON LOCAL NEWS...

... OF HIS LATEST FAILURES.

HIS IGNORANCE IN ATTEMPTING TO REFORM THE PSYCHOPATHIC SABRETOOTH... WHO, UNLEASHED, TOOK PSYLOCKE TO THE EDGE OF DEATH.

HIS INABILITY TO SAVE WOLVERINE FROM THE NEAR DESTRUCTION OF HIS BODY AND SOUL.

HIS ARROGANCE IN DEALING WITH MAGNETO, HUMANITY'S GREATEST MUTANT FOE.

IN REACHING INTO A LIVING BEING'S BRAIN AND SUCCUMBING TO THE TEMPTATION TO SHUT IT DOWN.

THESE ARE NOT PROUD MOMENTS.

THE PATH XAVIER HAS CHOSEN FOR HIMSELF AND HIS STUDENTS HAS NEVER BEEN AN EASY ONE...

...AND NEVER HARDER THAN IN THE LAST FEW MONTHS.

FROM ALL DIRECTIONS, NEW HATREDS ARE RAINING DOWN UPON THE MUTANT RACE. TO XAVIER, THE RESULTANT FRUSTRATION IS OVERWHELMING.

HE CAN SEE HIS DREAM OF MUTANT-HUMAN HARMONY COLLAPSING...

NOW

PRESIDENT CREED?

ANTI-MUTANT PLATFORM LEADING TO WHITE HOUSE?

...EVERYWHERE HE TURNS.

...ONE YOUTH ARRESTED IN CONNECTION WITH THE WEEKS-OLD SLAYING OF DENNIS HOGAN.

HOGAN, A TEENAGER BELIEVED TO CARRY MUTANT POWERS, WAS BEATEN TO DEATH BY AN ANGRY MOB OUTSIDE WESTCHESTER...

...DESPITE MY EFFORTS, THINKS CHARLES.

X-MEN PRIME. -- Bob!

WHEN ARRESTED, HOGAN'S ALLEGED ASSAILANT MADE THE FOLLOWING STATEMENT:

THAT MUTIE GOT WHAT HE DESERVED, MAN! THAT WASN'T NO CRIME! THERE'S A MILLION WHO'LL BACK ME UP -- AND MORE EVERY DAY!

YOU CAN'T STOP US! WE'LL GET YOU ALL! WE'LL GET YOU --

KRASH

AND IT IS FINALLY TOO MUCH.

NOOOOO!

FOR THE FIRST TIME IN MEMORY, IN ONE COLOSSAL BURST --

-- XAVIER THE STOIC RELEASES ALL THE RAGE AND ANGER THAT HAS FESTERED WITHIN HIM ALL HIS LIFE.

AND WHEN HE DOES --

-- IN THAT ONE, HORRIBLE INSTANT --

-- HE FINALLY, SUDDENLY REALIZES THE TRUTH ABOUT --

ONSLAUGHT!

I KNOW WHO HE IS!

MARKO, GO! YOU HAVE TO *LEAVE!* NOW!

Huh? YOU FIGGERED IT *OUT?* I STILL DON'T *KNOW* ANYTHING...

BUT *I DO!* MARKO, FOR *GOD'S SAKE* -- YOU'RE IN *TERRIBLE DANGER!*

MARKO, *HE'S IN THE MANSION!*

WHAT?

RUN AS *FAR* AND AS *FAST* AS YOU *CAN!* IT'S YOUR *ONLY HOPE!*

DO YOU *HEAR* ME?

RUN!

WHERE TO?

OUTSIDE?

MARKO CAN'T FIND THE DOOR.

WITHOUT WARNING, THE CORRIDORS OF THE MANSION BECOME A GROTESQUE MAZE.

AND JUGGERNAUT'S HEART POUNDS.

WHAT THE...?

FRANTICALLY, HE SEARCHES FOR AN EXIT...

...ONLY TO HAVE EACH FOOTFALL LEAD HIM DEEPER AND DEEPER INSIDE.

OH, GOD... OH, GOD... HE'S IN MY *MIND!* WHERE CAN I...?

WAIT! THAT'S CHUCK'S *STUDY*, INN'T? *YEAH!*

CHUCK! IT'S *ME* -- *MARKO!* CHUCK, I'M *SORRY* ABOUT *EVERYTHING* -- I SWEAR!

FOR *GOD'S SAKE* -- YOU GOTTA *HELP ME!*

DON'T LET ME *DIE*, MAN! HE'S *AFTER ME!* ***HE'S AFTER ME!***

STRAWMAN!

CHUCK!

CHUCK?

ONSLAUGHT...?

DON'T... DON'T *KILL* ME, MAN...!

Nuh... *NO...*

YEARGH!

SQUEEZE

KILL YOU, CAIN MARKO? WHAT A *SPLENDID IDEA!* BUT HOW WOULD THAT BE *POSSIBLE?*

YOU'RE *PROTECTED* BY THE *CRIMSON GEM* OF *CYTTORAK.*

SO LONG AS IT STAYS BONDED TO YOU, YOU'RE *INDESTRUCTIBLE!*

SO LONG *AS.*

THAT'S IT, MARKO. WHIMPER. *BEG* FOR MY *MERCY.* DO YOU *REALIZE* HOW *LONG* I'VE BEEN *WAITING* FOR *THIS MOMENT?*

ALL MY LIFE.

X-MEN... THIS IS PROFESSOR XAVIER!

PLEASE GIVE ME YOUR UTMOST ATTENTION!

YOU ARE TO ABANDON YOUR HUNT IMMEDIATELY!

PROFESSOR, DO YOU THINK THAT'S WISE --?

I NO LONGER BELIEVE JUGGERNAUT TO BE A PROBLEM, SCOTT. IN FACT... WE HAVE FAR MORE URGENT MATTERS TO DISCUSS.

COME TO ME, MY X-MEN...

TO BE CONTINUED IN: X-MEN ONSLAUGHT WATCH FOR IT!

Meanwhile, in *Fantastic Four #416*...

Co-Plotter & Scripter: TOM DEFALCO • Co-Plotter & Penciler: PAUL RYAN • Inker: JOHN LOWE • Colorist: JOHN KALISZ
Enhancement: MALIBU • Letterer: JIM NOVAK • Assistant Editor: MIKE MARTS • Editor: SUZANNE GAFFNEY

AT THE VERY INSTANT HYPERSTORM EXPLODES INTO ACTION, BACK AT FOUR FREEDOMS PLAZA, YOUNG FRANKLIN RICHARDS STIFFENS AS IF IN INCREDIBLE PAIN, AND THEN...

MY MOMMA AND DAD--THEY'RE IN DANGER!

A BAD MAN IS HURTING THEM!

I...I DON'T KNOW HOW... BUT I CAN FEEL IT!

EASY, FRANKLIN! THERE'S NO NEED TO WORRY! YOU CAN PROTECT YOUR FAMILY!

YOU HAVE THE POWER TO SAVE THEM--

--AND I WILL SHOW YOU HOW TO USE IT!

W-WHO...

WHO ARE YOU?!

MY NAME IS... CHARLIE.

I AM HERE TO HELP YOU, FRANKLIN!

I WANT TO BE YOUR FRIEND.

YOUR VERY BEST FRIEND...

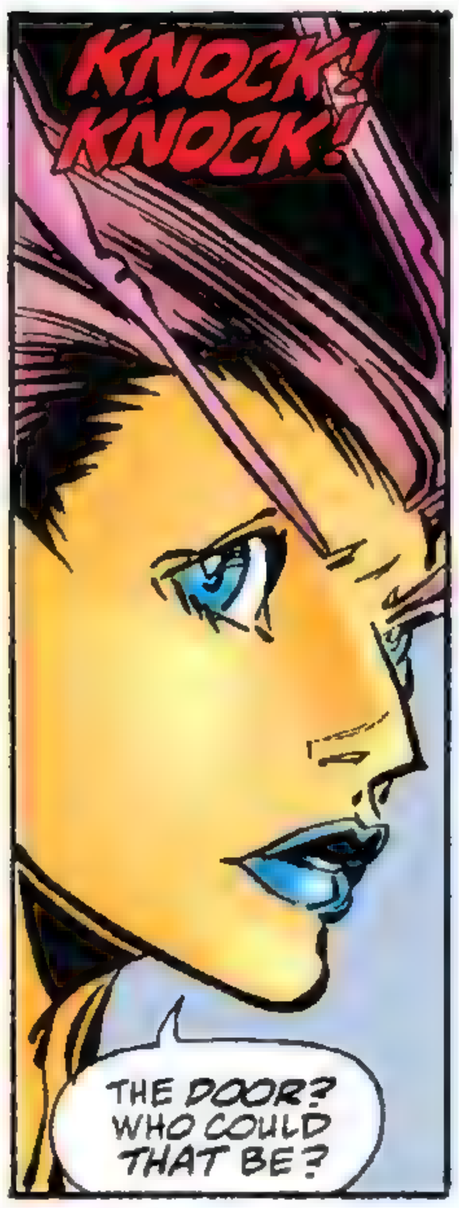
FOR AN INSTANT, FRANKLIN VIEWS HIS NEW COMPANION WITH SUSPICION--

--BUT THEN, A COMFORTING WAVE OF SERENITY WASHES OVER HIM--

--AND SLOWLY, ALMOST HESITANTLY, HE BEGINS TO SMILE!

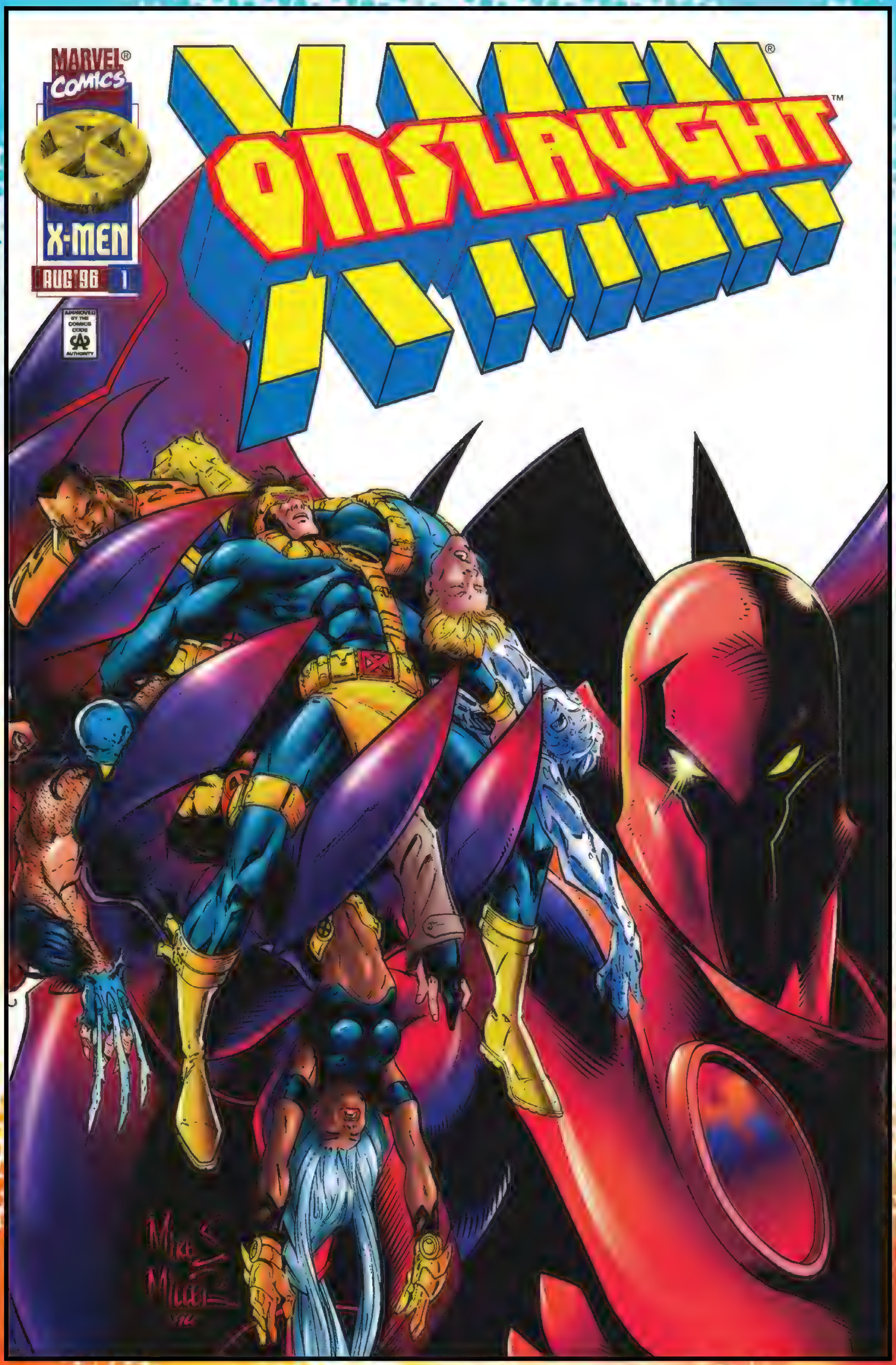
And in *Avengers #400*...

Writer: MARK WAID • Breakdowns: MIKE WIERINGO • Finisher: TOM PALMER • Colorist: JOHN KALISZ
Enhancement: MALIBU • Letterer: BILL OAKLEY • Assistant Editor: NANCY POLETTI • Editor: MARK GRUENWALD



THE EVOLUTION OF THE MARVEL UNIVERSE BEGINS HERE!
MARVEL COMICS
ADAM KUBERT
APPROVED BY THE COMICS CODE AUTHORITY
X-MEN
ONSLAUGHT
AVENGERS
UNIVERSE

American Entertainment variant cover



FORTY-FIVE MINUTES FROM NOW

ALEX?!

KURT?

SEAN?

CABLE... ANYONE?!

THE MANSION HAS SUSTAINED MASSIVE DAMAGE. I DON'T EVEN KNOW IF THIS TRANSMISSION IS BEING RECEIVED.

IF YOU CAN HEAR ME -- YOU NEED TO KNOW WHAT HAPPENED HERE.

THE X-MEN HAVE BEEN HIT HARD... WORSE, WE WERE TAKEN TOTALLY UNAWARE.

BOTH TEAMS -- BLUE AND GOLD -- HAVE BEEN DECIMATED!

IF YOU RESPOND TO THIS DISTRESS CALL, BE ADVISED THAT MANSION SECURITY HAS BEEN DEACTIVATED FROM WITHIN!

AS HARD AS IT IS FOR ME TO SAY THIS... YOU NEED TO KNOW... WE'VE BEEN BETRAYED... BY ONE OF OUR OWN!

INCREDIBLE AS IT SOUNDS... PROFESSOR XAVIER... HAS GONE INSANE.

THE MOST POWERFUL PSI ON THE PLANET IS NO LONGER IN CONTROL OF HIS MUTANT ABILITY!

AS NEAR AS I CAN TELL... JUGGERNAUT... WAS THE FIRST TO DIE.

I'M THE ONLY ONE LEFT STANDING WHO CAN MAKE THIS MESSAGE... AND HE'S SEEN TO IT THAT MY POWER'S NEGATED.

IT'S OUR OWN FAULT, REALLY... AFTER WHAT I SAW IN HIS MIND...

... WE SHOULD NEVER HAVE TRUSTED THAT THERE WERE NO AFTER-EFFECTS FROM PROFESSOR XAVIER SHUTTING DOWN MAGNETO'S MIND!

WE KNEW SO LITTLE ABOUT THE PSIONIC DAMAGE THAT WOULD RESULT FROM --

WAIT! I... SENSE...

... HE'S HERE.

BRBAM!

YOU?!

OF COURSE, CHILD.

DID YOU *TRULY* BELIEVE, *EVEN* FOR AN *INSTANT*, THAT YOU WOULD *ESCAPE* THE *SAME FATE* WHICH BEFELL THE *REST* OF YOUR TEAM?

I DON'T BELIEVE YOU -- I CAN'T BELIEVE YOU!

YOU *MAY* HAVE KILLED THE X-MEN...

... BUT THE *DREAM* WILL NEVER..!

... DIE?

ON THE *CONTRARY*, JEAN GREY-SUMMERS.

BRRRZRAFZ!

THE *DREAM* IS *DEAD*.

TRAITOR TO THE CAUSE

STORY	ART	ART ASSISTS	EDITOR IN CHIEF
SCOTT LOBDELL AND RICHARD STARKINGS AND COMICRAFT	MARK WAID AND ADAM KUBERT	DAN GREEN AND PASCUAL FERRY	BOB HARRAS
LETTERING		COLOR ART	
STEVE BUCCELLATO AND TEAM BUCCE!		ART THIBERT	

NOW.

THE SIGN OUT FRONT READS "THE XAVIER INSTITUTE FOR HIGHER LEARNING."

THE WORLD AT LARGE CONSIDERS THIS PRIVATE ESTATE IN WESTCHESTER SOMETHING OF A THINK TANK --

-- DEDICATED TO THE STUDY OF GENETICS.

MORE SPECIFICALLY, MUTATIONS...

... THAT RARE TWIST OF DNA THAT CAN TURN A NORMAL HUMAN INTO A BEING WITH FANTASTIC POWER.

BUT THAT'S ONLY PARTIALLY THE CASE.

THIS PLACE IS ALSO A RESIDENCE.

A HOME.

A SANCTUARY, AS WELL AS A HEADQUARTERS FOR THE MUTANTS KNOWN AS THE X-MEN.

IT ALL BEGAN WITH THIS MAN.

PROFESSOR CHARLES FRANCIS XAVIER...

...A MUTANT POSSESSED OF THE MOST POWERFUL MIND ON THE PLANET.

A MAN BRAVE ENOUGH TO LIVE BY THE STRENGTH OF HIS CONVICTIONS.

"ANY-THING WORTH HAVING...

"... IS WORTH FIGHTING FOR."

THOSE WERE THE WORDS -- *WEREN'T* THEY, *ERIC?*

BUT WE WERE *YOUNG* THEN.

IDEALISTIC.

STUPID!

WE THOUGHT WE WERE GOING TO *CHANGE* THE *WORLD*, YOU AND I!

INSTEAD...

... THE *WORLD CHANGED US.*

AND AS THE FLAME AND SMOKE RISE TO ENVELOP AND CONSUME THE PAST --

-- SO TOO DO PROFESSOR XAVIER'S THOUGHTS REACH OUT ACROSS THE GROUNDS TO CONNECT WITH...

ROBERT DRAKE, ICEMAN

SAM GUTHRIE, CANNONBALL

Dr. HENRY McCOY, THE BEAST

LOGAN, WOLVERINE

REMY LeBEAU, GAMBIT

ORORO MUNROE, STORM

BISHOP

SCOTT SUMMERS, CYCLOPS

JEAN GREY-SUMMERS, PHOENIX

COME TO ME, MY FORMER STUDENTS.

COME TO ME...

... MY X-MEN.

WHAT'S UP, SIR?

WE WERE SEARCHIN' THE GROUNDS FOR THE JUGGERNAUT LIKE YA TOLD US TO...

... SO WHY CALL OFF THE SEARCH?

AS I HAVE EXPLAINED, THE THREAT POSED BY MY STEP-BROTHER HAS BEEN NEGATED.

RIGHT NOW, WE HAVE MORE IMMEDIATE CONCERNS.

A CRISIS... A LITTLE... CLOSER TO HOME.

DAT'S EASY FOR YOU T'SAY, PROFESSOR.

YOU AIN'T DE ONE WHAT NEARLY HAD HIS SPLEEN HANDED TO HIM LIKE ME AND BISHOP DID WHEN JUGGERNAUT AMBUSHED US.

GIVE THE PROFESSOR A MOMENT TO GATHER HIS THOUGHTS, REMY.

HE HAS BEEN UNDER TREMENDOUS STRAIN AS OF LATE.

HE'S NOT THE ONLY ONE, STORM.

SINCE I REPLACED YOUR WORLD'S VERSION OF THE BEAST --

-- I'VE BEEN INVOLVED IN ONE LIFE-THREATENING SCENARIO AFTER THE NEXT.

I'M BEGINNING TO QUESTION THE WISDOM OF MY PLAN TO AVOID THE TWISTED GENIUS KNOWN AS SINISTER BY HIDING AMONG THE X-MEN.

JEAN?!

JEAN -- YOU'RE HERE! YOU'RE ALL RIGHT?

WHEN OUR TELEPATHIC BOND WAS SEVERED NEARLY HALF AN HOUR AGO... I WAS CONCERNED.

DON'T, JEAN.

DON'T TELL HIM... EVEN THOUGH IT'S BREAKING YOUR HEART.

DON'T EVEN THINK ABOUT IT.

NOT NOW.

NOT YET.

I'M THE ONLY ONE WHO KNOWS THE TRUTH...

I'M THE ONLY ONE WHO STANDS ANY CHANCE AT ALL OF STOPPING WHAT IS ABOUT TO HAPPEN.

IF I ALLOW MY TELEPATHIC SHIELDING TO LAPSE -- EVEN FOR A MOMENT -- THEN THIS FIGHT MIGHT BE OVER BEFORE IT HAS EVEN BEGUN.

SEE [illegible]

SEE UNCANNY X-MEN #394 -- Bob.

JEAN, WHA --?!

NOT NOW, SCOTT. PLEASE.

BUT --

TRUST ME?

ALWAYS.

TRUST.

THAT'S WHAT THE X-MEN HAVE ALWAYS BEEN ABOUT...

... SINCE THE VERY FIRST DAY PROFESSOR XAVIER STARTED GATHERING YOUNG MUTANTS AND TRAINING US IN THE USE OF OUR POWERS.

THROUGH THE YEARS -- WHEN IT SEEMED THE ENTIRE WORLD FEARED AND HATED US -- WE WERE ALWAYS THERE FOR EACH OTHER.

BUT NOW..?

HAS ALL THAT CHANGED?

I'D LIKE TO BELIEVE IT HASN'T -- BUT TOO MUCH HAS HAPPENED IN THE PAST SEVERAL WEEKS.

FROM THE MOMENT WHEN JUGGERNAUT FELL TO EARTH, BATTERED AND BROKEN.

THE ONLY CLUE TO HIS CONDITION WAS A SINGLE WORD.

"ONSLAUGHT."

THEN THERE WAS POST -- THE BEING WHO PROFESSED TO BE "TESTING" US FOR OUR INEVITABLE CONFRONTATION WITH ONSLAUGHT.

FINALLY, ONLY MOMENTS AGO...

... WITH CAIN MARKO'S COOPERATION, I REACHED INTO JUGGERNAUT'S MIND AND FINALLY LEARNED THE TRUTH ABOUT OUR UNSEEN ENEMY.

AND ALMOST IMMEDIATELY WISHED I HADN'T...

UNCANNY X-MEN #322 X-MEN #30 X-MEN #34 -- Bob.

PART OF ME REALIZES I SHOULD TELL THE OTHERS WHAT I HAVE LEARNED.

MAYBE WE CAN STRIKE AT ONSLAUGHT BEFORE HE REVEALS HIS HAND.

BUT IF WE HAVE ANY ADVANTAGE AT ALL -- NO MATTER HOW SLIM --

-- IT'S THE FACT THAT I KNOW WHO THE ENEMY IS... WHILE HE'S NOT AWARE I KNOW.

YET.

THAT AFFORDS US AN EXTREMELY NARROW WINDOW OF OPPORTUNITY.

IF I CAN SUBTLY PROBE ONSLAUGHT -- FOR ANY WEAKNESS IN HIS PSIONIC DEFENSES...

... IT WILL JUSTIFY THE RISK TO WHICH I'M EXPOSING THE OTHERS.

WHAT'S DE DEAL, PROFESSOR?

Y'CALL US ALL IN HERE TO WATCH YOU DOZE OFF?

NOTHING COULD BE FARTHER FROM THE TRUTH, GAMBIT.

IN MANY WAYS, I HAVE NEVER FELT MORE AWAKE. IT IS AS IF I HAVE FINALLY AWOKEN FROM...

... FROM A DREAM.

YER BEIN' CRYPTIC, CHUCK.

PERHAPS, LOGAN.

SO LET ME PUT THIS AS DIRECTLY AS POSSIBLE.

I MADE A MISTAKE.

A SIMPLE, TRAGIC MISTAKE.

AN HONEST MISTAKE.

BUT A MISTAKE NONETHE-LESS.

I *BELIEVED* IN US.

I BELIEVED THAT IF WE, AS MUTANTS, COMPORTED OURSELVES WITH PRIDE AND DIGNITY...

... IF WE SOMEHOW KEPT THE HUMANS FROM *DRAGGING* US THROUGH THE MUD OF THEIR *GENETIC INSECURITIES*...

... THAT WE COULD *FORGE* A *BETTER WORLD* FOR ALL OUR RACES.

I BELIEVED THAT BY *TAKING* HUMANITY BY THE HAND WE COULD LEAD IT LIKE A FRIGHTENED CHILD OUT OF THE *DARKNESS* OF *IGNORANCE* --

-- AND INTO THE *LIGHT* OF THE *MILLENNIUM RISING.*

BUT, AS I'VE *SAID*, I WAS WRONG.

LOOK *AROUND* YOU, X-MEN.

LOOK AT THE TRAGIC *MESS* THE WORLD HAS BECOME WHILE WE'VE SAT HERE IN THE *SAFETY* AND *COMFORT* OF THIS MANSION --

-- CONVINCING OURSELVES WE'VE BEEN *DOING* SOME *GOOD.*

WHERE ONCE MOBS WERE *CONTENT* TO SIMPLY *CHASE* A *MUTANT DOWN* AND *INCARCERATE* THEM, NOW THE HUMANS ARE BEATING *OUR KIND* TO DEATH IN THE STREETS.

NOW, THEY SEEK TO *JUSTIFY* THEIR PETTY *COWARDICE* BY HIDING BEHIND THE THREAT OF THE *LEGACY VIRUS* --

-- APPARENTLY EITHER UNWILLING OR UNABLE TO ACCEPT THE REALITY THAT THE DISEASE WAS GENETICALLY-DESIGNED TO DECIMATE THE *HOMO SUPERIOR* POPULACE ALONE.

NOT THAT OTHER *LESS-ENLIGHTENED* MUTANTS ARE DOING ANYTHING TO *HELP* OUR CAUSE.

BOTH SIDES *ESCALATE* THE CONFLICT *EVERY DAY.*

FOR EVERY MURDERING PACK OF *GENE NATIONALS*, THERE IS A NEWER, DEADLIER *SENTINEL* IN MASS PRODUCTION.

FOR EVERY *EXODUS* AND *ACOLYTE* AND *EMPLATE*, THERE IS AN *X-CUTIONER* OR *GRAYDON CREED* OR ZEALOT MEMBER OF THE *FRIENDS OF HUMANITY.*

BUT *ALL* THAT CHANGES.

TODAY.

I HAVE DECIDED IT IS TIME WE *TAKE CONTROL* AND *RESOLVE* THESE PROBLEMS.

ONCE AND FOR *ALL.*

BY THE *GODDESS*, CHARLES...

JEAN -- ARE YOU *LISTENING* TO ALL OF THIS?

JEAN?

BUT SHE CANNOT HEAR HIM...

...FOR PHOENIX'S MIND IS SOMEWHERE ELSE AT THE MOMENT.

COME ON, PROFESSOR.

I KNOW YOU'RE IN THERE... SOMEWHERE...

BUT THE HARDER I PSIONICALLY PROBE HIS MIND --

-- THE GREATER THE RISK I POSE TO MYSELF AND THE OTHERS.

I'M LOCKED OUT.

I'VE KNOWN YOU... TOO LONG... TO BELIEVE...

... YOU'VE FALLEN... THIS FAR.

WORSE YET, WHILE PROFESSOR XAVIER TAUGHT ME EVERYTHING I KNOW ABOUT TELEPATHY...

... HE VERY CLEARLY DIDN'T TEACH ME EVERYTHING HE KNOWS.

AND IF HE DOESN'T LET ME INSIDE ON HIS OWN --

-- IT'S NOT GOING TO HAPPEN.

THINK, JEAN. WHAT ARE YOUR OPTIONS?

WITH ALL DUE RESPECT, BUB... WHAT DO YA FLAMIN' MEAN BY "TAKIN' CONTROL"?

GOOD QUESTION.

IN THE SIMPLEST OF TERMS, I'M TALKING ABOUT TENDING THE FLOCK... ABOUT HELPING PEOPLE WHO CAN'T FIND IT IN THEMSELVES TO HELP THEMSELVES.

SIR, MAYBE IT'S JUST ME... BUT THIS DOESN'T SOUND MUCH LIKE YOU.

I AGREE WITH SAMUEL, CHARLES.

I THINK WE ALL DO.

MAYBE... MAYBE THIS ISN'T THE DISASTER I THOUGHT IT WOULD BE.

YES, THE PROFESSOR SEEMS A LITTLE "OFF", BUT AT LEAST HE'S TALKING.

COULD IT BE THAT THIS HAS BEEN ABOUT ONSLAUGHT TOYING WITH ME LIKE HE DID YESTERDAY?

HE CERTAINLY COULD HAVE PLACED THOSE THOUGHTS I FOUND IN JUGGERNAUT'S MIND.

SEE [illegible] -- Rob.

I MEAN, AS IT IS... JUGGERNAUT SEEMS TO HAVE MANAGED...

... TO...

... ESCAPE?

OH GOD. TH-THAT... "PAPERWEIGHT"..?

IT'S THE *CRIMSON GEM* OF *CYTORRAK!*

THE *SOURCE* OF CAIN MARKO'S POWER!

THAT CAN ONLY MEAN JUGGERNAUT IS *LOST* TO *US.*

THAT... AND *ONSLAUGHT* HAS BEEN *PLAYING* ME FOR A *FOOL.*

SCOTT?

EVERY-ONE -- WE *HAVE TO ACT... NOW!*

TOO *LITTLE,* CHILD.

AND *FAR, FAR TOO LATE.*

THEY CANNOT *HEAR YOU... ANYMORE* THAN THEY CAN *SEE* THIS *PURE, UNADULTERATED* PSIONIC ENERGY THAT *PERMEATES* THE ROOM.

ENERGY WHICH ONLY I WIELD -- AND WHICH, IN TURN, *WIELDS* ME.

NOW... AT *LAST*... DO YOU BEGIN TO UNDERSTAND *WHAT* YOU *RELINQUISHED* WHEN YOU TURNED DOWN MY *GRACIOUS OFFER* TO STAND BY MY *SIDE,* PHOENIX?

PROFESSOR X, *PLEASE!*

LISTEN TO ME -- *FIGHT HIM!*

FIGHT ONSLAUGHT'S *CONTROL* OVER YOU *BEFORE...*

...

SILENCE.

URMPH!

JEAN?!

WHAT IS *DAT* --?

CONSIDER IT SOMETHING OF A PSIONIC "*MUZZLE*".

I *ENDURED* PHOENIX'S PATHETIC PROBES UNTIL THEY NO LONGER *AMUSED ME.*

Um... GUYS?

AH REALIZE JEAN IS IN A *BAD WAY* AN' ALL --

-- BUT AH THINK WE NEED TO *KEEP* AN *EYE* ON PROFESSOR XAVIER, AS WELL.

WERE THAT THERE WAS A "*PROFESSOR XAVIER*" TO *ATTEND* TO, X-MEN.

AS YOU CAN *SEE*, HOWEVER, THAT IS NO LONGER THE *CASE*.

FROM *NOW* AND *FOREVER* MORE, THERE IS ONLY...

...ONSLAUGHT!

PUHH!

WHA- WHAT HAVE YOU *DONE WITH* THE PROFESSOR?!

YOU ARE *CONFUSED*, *SHEEP*.

IN FACT, I DID *NOTHING* TO XAVIER. RATHER... *HE* DID SOMETHING TO *ME*.

HE *CREATED* ME.

IN HIS *OWN* WAY, HE CREATED ME TO DO WHAT *HE ALONE* COULD *NOT*.

I WAS *FORGED* WITHIN THE *CRUCIBLES* OF HIS *FEAR*, HIS *FRUSTRATION*, HIS *RAGE* AT THE *INJUSTICES* HE SAW *PERPETRATED* AGAINST HIS PEOPLE!

I WAS *NURTURED* BY HIS EVERY *DARKEST DESIRE*... FOR *REVENGE*... FOR *CONTROL*... FOR *POWER* -- INCUBATED IN THE *SUPPRESSION* OF THOSE EMOTIONS.

I AM *ALL* OF THAT AND *MORE*.

I AM AN ONSLAUGHT WHICH, ONCE *UNLEASHED*, CAN NOT STAND *ABATED*.

WE AIN'T BUYIN' IT.

NOBODY EVER CLAIMED XAVIER WAS A *SAINT* -- LEAST OF ALL CHUCK HIMSELF!

THERE'S MORE HERE THAN YOU'RE SPILLIN', BUB.

MUCH MORE, WOLVERINE.

MORE THAN YOU CAN *POSSIBLY* IMAGINE.

NOW COME, *FOLLOW ME* AS YOU FOLLOWED XAVIER *BEFORE* ME.

WE HAVE A WORLD WHICH WE MUST *SET RIGHT.*

AND HOW DO YOU PROPOSE WE *ACCOMPLISH* THIS GOAL, ONSLAUGHT?

BY FORCING *OUR* WILL -- *YOUR* WILL -- UPON THE WEAK, UPON A PEOPLE WITHOUT POWER?

FREE WILL IS A *PRIVILEGE,* SHEEP. IT IS NOT A *"RIGHT"* THAT HUMANS NEED TO BE ALLOWED TO CONTINUE TO *ABUSE.*

FOR SOMEONE WHO PROFESSES TO BE THE *CREATION* OF PROFESSOR XAVIER...

...YOU SOUND *SURPRISINGLY* MORE LIKE *MAGNETO,* THE MASTER OF MAGNETISM!

YOU *DOUBT* ME?

YOU DON'T BELIEVE I AM THE *ONE* WHO *TRAINED* YOU ALL -- THE ONE WHO KNOWS YOU *BETTER* THAN YOU KNOW YOURSELVES?

WITH BUT A THOUGHT, I CAN *REDUCE* WOLVERINE TO THE MENTAL STATE OF A *FRIGHTENED CUB!*

I CAN PROMPT *ICEMAN* TO *REARRANGE* HIS BODY ON A *MOLECULAR* LEVEL!

I CAN FORCE STORM TO BELIEVE SHE IS *STILL* A *CHILD* -- STILL BURIED UNDER *TONS* OF STONE AND STEEL!

MOTHER--?!

FATHER... PLEASE! *HELP* ME!

ENOUGH!

THIS MAY BE THE MOST DIFFICULT THING I'VE *EVER* HAD TO DO --

-- TO USE MY *OPTIC BLAST* TO LASH OUT AT THE PROFESSOR, IF INDEED THAT *IS* HIM *ENCASED* IN THE ONSLAUGHT ARMOR --

-- BUT IN MANY WAYS, IT IS ALSO THE CULMINATION OF YEARS OF TRAINING TO BE *PREPARED* FOR *ANYTHING!*

KRAK

OMMP!

YOU'VE MANAGED TO *SURPRISE* ME, CYCLOPS!

I DIDN'T BELIEVE YOU HAD IT IN YOU TO *LASH OUT* AT XAVI --

-- TO LASH OUT AT *ME.*

IF YOU CAN *HEAR* ME -- *WHEREVER* YOU ARE *INSIDE* THERE -- YOU HAVE TO *KNOW* THAT WE'LL *FIGHT* YOU.

AS *PAINFUL* AS IT MAY BE TO STAND *UNITED* AGAINST YOU... WE *WON'T STOP* UNTIL YOU'RE *DEFEATED.*

COUNT ON THAT, BUB!

YOU *TRULY* DO NOT *COMPREHEND* WHAT HAS HAPPENED, DO YOU?!

ANY OF *YOU?!*

I AM AS MUCH PROFESSOR XAVIER AS I AM *MMM* --

-- AS I AM *ONE OTHER!*

THERE IS A *PART* OF ME -- OF XAVIER -- THAT *WANTS* TO BELIEVE HIS LIFE'S WORK WAS *NOT* IN VAIN...

... HE WANTS TO BELIEVE YOU WILL HELP HIM -- *HELP ME -- FOLLOW* ME -- AS YOU HAVE BEEN *TRAINED* TO DO FROM THE MOMENT OF YOUR *INDOCTRINATION* INTO THE X-MEN!

NOW, THERE ARE *OTHER* THINGS I *NEED DO* BEFORE I *DEPART* THIS PLACE.

JEAN?

IT IS MY *SINCEREST* HOPE THAT WHEN I RETURN AND AM PREPARED TO LEAVE -- AT LEAST *SOME* OF YOU WILL COME TO YOUR *SENSES!*

IT'S AS IF THESE *ARE* THE PROFESSOR'S POWERS...

... BUT HE'S USING THEM IN A *CRUEL* -- *PAINFUL* -- WAY!

THIS IS THE *ONLY REASON* I DID NOT USE MY PSIONIC MIGHT TO *DESTROY* YOU ALL WITH A *SINGLE THOUGHT!*

I *CAN'T* MOVE, SCOTT... NONE OF... US *CAN*...

MEANS WE HAVE TO FIGURE OUT A WAY...

... TO USE *OUR* POWERS JUST AS...

...*CREATIVELY*...

WHA --?!

THAT *GLOW...* COMING FROM THE *FLOOR?*

WHATEVER IT IS, IT'S MANAGED TO CREATE SOME KIND OF *INTERFERENCE* BETWEEN US... AND ONSLAUGHT'S *PSIONIC GRIP!*

WE'RE FREE TO *MOVE* AGAIN.

THAT'S THE *GOOD* NEWS, CYCLOPS.

THE BAD NEWS IS... IT AIN'T STOPPIN'!

*IF SAM GUTHRIE MANAGED TO ACTUALLY **FINISH** HIS THOUGHT --*

*-- IT WAS SWALLOWED UP BY THE SOUND OF THE FLOORBOARDS **RELEASING** BIO-GENETICALLY CHARGED **KINETIC ENERGY.***

BARRA BARRA BARRA

I REALIZE I *SHOULD* HAVE TOLD YOU ALL THIS *EARLIER*, BUT...

... ONSLAUGHT MANIFESTED ITSELF TO ME EARLIER TODAY, *IN TOWN.*

... AND THEN PULLED ME ONTO THE ASTRAL PLANE WITH A PSIONIC STRENGTH --

-- I FOUND BOTH CONFOUNDING AND OVER-WHELMING.

MAN oh *MAN*, JEANNIE. THAT'S NOT SUPPOSED TO HAPPEN.

HOW ON TOP OF THINGS DOES A *PSI* HAVE TO BE TO *DO THAT?*

VERY.

WHILE I WAS THERE, ONSLAUGHT TOOK ME ON SOMETHING OF A *TWISTED MYSTERY TOUR* OF THE PROFESSOR'S MIND. HE CLAIMED TO BE REVEALING THE *DEEPEST, DARKEST* RECESSES OF CHARLES XAVIER'S *PSYCHE* TO ME.

AT THE TIME, ONSLAUGHT CLAIMED THIS WAS BECAUSE IT WANTED ME TO SEE THE *HYPOCRISY* THAT EXISTED DEEP *WITHIN* ALL OF US.

I REALIZE NOW IT GOES *MUCH DEEPER.*

I THINK THERE WAS A *PART* OF XAVIER'S MIND THAT WAS *REACHING OUT* TO ME. HE *WANTED* TO *WARN* ME.

I THINK THE PROFESSOR WAS WORKING, EVEN THEN, AT ALMOST THE LAST POSSIBLE MOMENT, TO TRY TO SABOTAGE *ONSLAUGHT* FROM WITHIN.

AGAIN, I *SHOULD* HAVE TOLD YOU EARLIER, BUT I WAS *DIS-ORIENTED* BY WHAT I'D EXPERIENCED... SUFFERING THROUGH SOME WAVE OF PSYCHIC BACKLASH.

SORRY, JEAN... BUT RIGHT NOW AIN'T DE TIME TO PLAY "*SHOULDA, WOULDA, COULDA.*"

LET'S **STOP** ONSLAUGHT ***COLD*** AN' WORRY ABOUT DE *MIGHT-HAVE-BEENS* LATER.

DON'T MAKE IT SOUND SO *CUT AND DRY*, LEBEAU!

SAY WHAT YA WANT ABOUT WHATEVER IT WAS THAT *ATTACKED* US, BUT *CHUCK'S* STILL A PART OF IT -- BODY AN' SOUL.

HE AIN'T *NEVER* GAVE UP ON THIS OL' *CANUCKLE-HEAD*. I SURE AS *FLAMIN' BLAZES* AIN'T ABOUT T'GIVE UP ON *HIM!*

NO ONE IS *SUGGESTING* THAT, WOLVERINE.

BUT WE DON'T DO THE PROFESSOR ANY SERVICE BY BATTLING ONSLAUGHT WITH OUR HANDS TIED -- WHETHER HE IS A WILLING ACCOMPLICE TO THEM OR NOT.

WELL, WELL -- IF "*MONSIEUR*" BISHOP CAN SEE *DIS* PARTICULAR GAME PLAN -- DEN SO SHOULD DE *REST* OF US.

I MEAN, HERE'S A GUY WHO BELIEVED IN SHOOTIN' FIRST AND WHO SPENT THE *LAST FEW* YEARS OF HIS LIFE *SEARCHIN'* FOR... *WELL...*

THE X-MEN *TRAITOR?*

COULD IT BE --?!

WE'LL PUZZLE THIS OUT *LATER.* RIGHT NOW OUR PRIORITY IS TO STOP THINGS FROM GETTING *WORSE.*

STORM, PHOENIX, CANNONBALL AND *WOLVERINE* -- DOWN TO THE PROFESSOR'S *READY ROOM!*

THERE'S ENOUGH *HARD DATA* DOWN THERE TO ALLOW ONSLAUGHT TO DO *UNTOLD DAMAGE* TO OUR *ALLIES* AND *ENEMIES* ALIKE!

WE'RE ON IT, *ONE-EYE!*

AND THE *REST* OF US, CYCLOPS -- DOWNLOAD THE *CEREBRO UNIT?*

EXACTLY. WE'VE MADE IT *PRETTY CLEAR* HE'S NOT GOING TO GET THE X-MEN'S *HELP.*

WHICH MEANS HE'S GOING TO NEED TO *RECRUIT* THAT MUSCLE POWER FROM *SOMEWHERE!*

Ummm... SHOULD NOT SOME OF US STAY *TETHERED* WHILE OTHERS *VENTURE YON?*

WHAT IF ONSLAUGHT OPTS TO *RETURN?*

I VOLUNTEER TO STAY HERE IN *ANTICIPATION* OF ITS *AWESOME ARRIVAL.*

NEGATIVE ON THAT, PAL. WE CAN'T RISK BEING *SEPARATED,* HANK!

MY INSTINCTS TELL ME ONSLAUGHT HASN'T *EVOLVED ENOUGH* AT *THIS POINT* TO TAKE US OUT AS A GROUP.

BE THAT AS IT MAY, *PRELATE SUMMERS,* I'M NOT GOING TO *BLINDLY FOLLOW* YOU INTO THE *MAW* OF CERTAIN DEATH.

I THINK IT MAY BE *POSSIBLE* TO TURN THE VILLAIN'S *ARRIVAL* INTO A SITUATION *ADVANTAGEOUS* TO ME.

CLEARLY ONLY *ONE* SIDE IS GOING TO WIN *HERE,* AND I'M BETTING ON ONSL --

HEY HEY HEY, BLUE-FURRED AND BULL-HEADED --

YANK

-- YOU *HEARD* THE BOSS MAN!

SO *FALL IN* ALREADY!

ICEMAN IS GOING OUT OF HIS WAY TO KEEP THINGS LIGHT...

... BUT THERE'S *NO ESCAPING* THE FUTILITY OF WHAT WE'RE *ABOUT* TO DO.

THE X-MEN ARE GOING INTO *BATTLE* AGAINST THE *VERY MIND* THAT *TRAINED US* ALL IN THE *USE* OF OUR *POWERS!*

NOT FAR ENOUGH AWAY...

...IN NEW YORK CITY...

A BEAUTIFUL SUMMER MORNING, FILLED WITH HOPE AND PROMISE.

SO WHAT'S WRONG, *SUE?*

REED AND I HAVE OUR *SON* BACK -- *JOHNNY AND BEN* ARE HERE -- THE *FANTASTIC FOUR* ARE A FAMILY AGAIN...

...SO WHY CAN'T I SHAKE THIS FEELING THAT SOMETHING IS ABOUT TO GO HORRIBLY, HORRIBLY WRONG?

hmp... TRANSPATIAL PARTICLERADIOTRON FROM SCRATCH, I HAVE NO PROBLEM. BUT THESE TOASTERS..?

UNCA JOHNNY, WANNA MEET MY NEW BEST FRIEND, LI'L CHARLIE?

THANKS, NO, SQUIRT.

I'D ONLY HAVE TO USE MY FLAME POWER TO MAKE HIM HIS OWN SLICE OF TOAST.

WHOTTA REVOLTIN' DEVELOPMENT THIS IS!

MY HOROSCOPE SAYS *"YER GONNA GO ON A LONG UNEXPECTED TRIP WITH TWENTY OR THOITY OF YER CLOSEST FRIENDS."*

WHAT DO YA SUPPOSE THAT MEANS?

LI'L CHARLIE, YA WANT SOME OF MY MILK?

NO, THANK YOU, *FRANKLIN.*

JUST CAME BY HERE TO TALK.

PRETTY NICE FAMILY YOU HAVE HERE.

DO YOU EVER GET... SCARED?

SCARED?

NO.

SURE YOU DON'T WANT ANY MILK?

I DON'T WANT ANY *MILK,* NO!

I WAS ASKING IF YOU'RE SCARED BECAUSE THE WORLD CAN BE MEAN TO PEOPLE WHO LOOK LIKE YOUR PARENTS.

YOU KNOW, *DIFFERENT.*

SOME-TIMES PEOPLE WHO ARE DIFFERENT NEED TO BE *PROTECTED.*

BUT THAT'S WHAT PARENTS ARE FOR.

um... I CAN GET YOU YOUR OWN GLASS IF YOU WANT?

SHUT UP ABOUT THE MILK!

FRANKLIN -- WHY DID YOU THROW THAT GLASS ON THE FLOOR?

IT WASN'T ME. IT WAS LI'L CHARLIE?

KRAKAKAKAKAKA

YOUR *INVISIBLE* FRIEND?

HEY, SON -- WHAT DO YOU SAY TO HELPING DADDY OUT IN THE LAB?

KEWL!

I MUST LEARN TO CONTROL MY TEMPERAMENT...

... IF I'M TO CONTROL FRANKLIN AND HIS FORMIDABLE POWERS...

DEEP WITHIN THE HEART OF THE XAVIER INSTITUTE...

...A TITANIUM DOOR CRUMPLES BENEATH THE COMBINED ABILITIES OF SEVERAL X-MEN...

BAM

...ON A MISSION.

THE DOOR WAS *STILL* ON ITS *HINGES*... AH RECKON THAT MEANS ONSLAUGHT AIN'T *SHOWN UP YET!*

ACT'LY, HAYSEED -- *WHO* CAN TELL?

AS OF RIGHT NOW, WE DON'T KNOW MUCH O' WHAT DAT T'ING'S ABILITIES ARE.

REMY IS RIGHT, SAMUEL.

ONSLAUGHT APPARENTLY HAS FULL ACCESS TO THE PROFESSOR.

WITHOUT THE LUXURY OF *TIME*, WE ARE GOING TO HAVE TO *ASSUME* HE IS ON HIS WAY...

...AND *PURGE* THE SYSTEM BEFORE HE GETS HIS HANDS ON IT.

SO WHO'S DE *LITTLE PALOOKA?*

THAT'S FRANKLIN RICHARDS, THE FANTASTIC FOUR'S RESIDENT KID -- REED AND SUE RICHARDS' LITTLE GUY.

WHY WOULD THE PROF HAVE BEEN GOING THROUGH **THAT** RECENT FILE?

DELETE

ISN'T FRANKLIN A MUTANT LIKE US?

MAYBE THE RICHARDSES ASKED FOR HELP.

MAYBE, SAM. BUT WHY DO I GET THE FEELING THE REASON IS NOT *NEARLY* AS BENEVOLENT?

WHAT'S THIS? THAT'S THE MUTANT KNOWN AS *X-MAN*?!

IT'S ALSO THE IMAGE THAT'S *HAUNTED* MY DREAMS IN *RECENT MONTHS.*

THE PROFESSOR BATTLED THE BOY WEEKS AGO... AND HE'S SEEMED PREOCCUPIED WITH HIM SINCE.

AND WHY NOT, BISHOP?

THIS... X-MAN... IS A TOTAL MYSTERY TO US. WE ONLY KNOW HE IS A BEING OF *VAST* TELEPATHIC ABILITIES...

... CAPABLE OF MANIPULATING THE ASTRAL PLANE INTO THE CORPOREAL WORLD.

WHICH SOUNDS VERY SIMILAR TO THE ONSLAUGHT MANIPULATION. COULD THERE BE A CONNECTION?

AH SAY THE *HECK* WITH THE CLUES AND WE JUST *BLOW* THE PLACE AND GO!

SEE #10 - Bobl

LOOK, SAM, YA ONLY *BECAME* A SENIOR MEMBER O' THE X-MEN 'CAUSE SOMEBODY THOUGHT YA HAD THE GUTS!

SHLIKT

UNLESS YA WANT TO *SEE* THOSE GUTS DECORATIN' THE *TIPS* O' MY *CLAWS* --

-- YOU'LL SHUT YER FLAMIN' FLAP!

B-BUT... BUT HE'S *HERE!*

CAIN'T YA **FEEL** IT?!

WE DON'T *STAND* A *CHANCE!*

WOK

WHAT DO YOU THINK, GAMBIT? IS ONSLAUGHT CONTROLLING CANNONBALL'S MIND?

OUI.

ONSLAUGHT.

HOW'D WE *NOT* SEE THAT ONE *COMING*?

INDEED...

... AND WHILE I'M *LOATHE* TO HARM CANNONBALL --

-- I'M GOING TO HAVE TO USE SOME OF MY STORED BIO-POWER TO TAKE HIM DOWN!

TZZAT

UHN?!

NOT *TOO* HUMILIATIN', *Huh?*

TRUST ME, *CHILDREN* -- YOU WILL ALL COME TO KNOW A *THOUSAND HUMBLINGS* A *HUNDRED-FOLD!*

YOU KEEP *SAYIN'* DAT...

... BUT WE'RE *STILL HERE!*

YA KNOW... I KEEP *LOOKIN'* AND *LOOKIN'* AND *LOOKIN'* ...AND I *DON'T SEE IT.*

TO WHAT ARE YOU *REFERRING*, LOGAN?

I DON'T SEE *ANY HINT* OF XAVIER IN THE *PSI-ARMOR.*

I EVEN THINK IT'S *PRETTY OBVIOUS* TO EVERYONE. I MEAN THE *HELMET*, THE POSTURE... THE COLOR *SCHEME...*

...IF I *DIDN'T KNOW* NO BETTER, AND I *DO*, I'D SAY YOU'RE *LOOKIN'* AN *AWFUL LOT LIKE* MAG --

CAN YOU *FEEL* IT, MY X-MEN, AS I SCREAM A *THOUSAND SILENT* SCREAMS *DIRECTLY* INTO YOUR MINDS?!

KNOW ME -- KNOW MY *PAIN* AND *ANGER* AND *FRUSTRATIONS* OVER WHAT YOU HAVE DONE TO *ME!*

FEAR ME, FOR *I* AM HE WHO WAS *CHARLES XAVIER.*

TREMBLE BEFORE ME, FOR I *AM* THE **ONSLAUGHT!**

I OPENED THE *DOORS* TO THIS, MY *HOME*, BECAUSE I BELIEVED YOU WOULD *STAND BY MY SIDE* IN *THIS*, OUR *FINEST* HOUR...

... THAT *TOGETHER* WE WOULD MAKE THE WORLD A *BETTER* PLACE!

YET *NOW*, WHEN AT LAST WE STAND *POISED* ON THE *CUSP* OF *SUCCESS*, YOU WASTE TIME *BAITING* ME -- *BETRAYING* ME?!

DOUBTING ME?!

THEN *HERE*, X-MEN.

FEEL MY *FURY!*

TASTE MY *WRATH!*

KNOW YOUR *GREATEST FEAR* -- THE POWER OF *XAVIER'S MIND...*

UNLEASHED!

AT THAT MOMENT...

INSIDE A CERTAIN TOWNHOUSE ON THE UPPER EAST SIDE OF MANHATTAN.

THE SYNTHEZOID VISION

THE ARMORED IRON MAN

WHAT IS THE *PROBLEM* HERE, *PEOPLE?* I WAS *TOLD* YOU WERE *EARTH'S MIGHTIEST HEROES* -- THE SO-CALLED *AVENGERS!*

SO WHY WON'T YOU HELP ME WHEN I TELL YOU WE'RE STARING DOWN A THREAT CAPABLE OF DESTROYING YOUR ENTIRE WORD?!

BECAUSE THE "THREAT" YOU CLAIM TO REPRESENT IS *PROFESSOR CHARLES XAVIER* -- PERHAPS ONE OF THE AVENGERS' OLDEST AND MOST TRUSTED ALLIES.

NOT THAT *WE* HAVEN'T HAD OUR SHARE OF UNEXPECTED PERSONALITY DISORDERS OF LATE, Huh, VIZH?

CAPTAIN AMERICA
LIVING LEGEND OF WORLD WAR II.

THE MUTANT SCARLET WITCH

THE PROSAICALLY-NAMED GIANT MAN

THOR
GOD OF THUNDER, PRINCE OF LOST ASGARD.

THAT'S ENOUGH, SHELLHEAD. WE'RE WILLING TO *INVESTIGATE* THIS.

THE WINSOME WASP

BUT *WHAT?!* YOU'RE GOING TO WAIT UNTIL *AFTER* YOU'RE ALL REDUCED TO A *CINDER FLOATING* IN SPACE?!

WHAT IS IT GOING TO TAKE TO MAKE YOU PEOPLE *REALIZE* THAT AS *WE'RE TALKING* --

-- HE'S *ALREADY* INFLICTING A LOT OF DAMAGE.

ODD'S BLOOD! THE LAD IS BLEEDING FROM WITHIN! MAYHAP HIS CLAIMS HAVE MERIT?

X-MAN ENCOUNTERED THE AVENGERS IN AVENGERS (v4) #10
- Bob

"PREPARE THE AVENGERS QUINJET AT ONCE.

"T'WOULD BE BEST TO QUESTION THE X-MEN AT THEIR HOME IN WESTCHESTER --

" -- WHERE THEY ARE APT TO FEEL LESS THREATENED...

"... MORE AT EASE."

IRONY, BISHOP.

DO YOU APPRECIATE THE EXTENT OF WHAT HAS TRANSPIRED?

FOR MONTHS, SINCE THE MOMENT XAVI -- SINCE *I* WIPED CLEAN THE SLATE OF MAGNETO'S MIND...

... AS MY CONSCIOUSNESS GREW, I SPENT HOURS TRYING TO FORMULATE A PLAN TO SPREAD MY SPHERE OF INFLUENCE ACROSS THE GLOBE.

AS IT TURNED OUT, I NEEDED *YOU* FOR THAT.

I NEEDED THE MEMORIES YOU HAD OF HAVING LIVED THROUGH THE SO-CALLED *"AGE OF APOCALYPSE"* --

-- IN ORDER TO LEARN HOW ***EN SABAH NUR*** ACCOMPLISHED A LESS BENEVOLENT VERSION OF WHAT I INTEND TO ACHIEVE.

THEREIN LIES THE IRONY OF IT ALL. FOR I COULD NEVER HAVE DONE WHAT YOU CAME FROM THE FUTURE TO STOP...

... WOULD HAVE NEVER *"BETRAYED"* MY CHILDREN...

... WITHOUT YOUR HELP.

THANK YOU.

WHOOM

ASTOUNDING! THESE CEREBRO FILES I'M DOWN-LOADING...

...MUST CONTAIN INFORMATION ON EVERY EXISTING MUTANT ON THE PLANET!

MOST OF THEM, BEAST, YES. SO WHAT IS YOUR POINT?

NOTHING. I JUST FIND IT... FUN.

I'VE NEVER CLAIMED TO UNDERSTAND YOUR UNIQUE SENSE OF HUMOR, HANK, BUT NOW -- MORE THAN EVER -- YOU NEED TO CONCENTRATE ON THE TASK AT HAND.

THE MOMENT I SEVER THESE CONNECTIONS, CEREBRO IS LITTLE MORE THAN A GHOST IN A SHELL.

BOBBY, WHY ARE YOU KEEPING SUCH A CLOSE EYE ON THE DOOR?

ONSLAUGHT IS GIVING OFF ENOUGH AMBIENT ENERGY THAT IF IT GETS WITHIN THIRTY FEET OF HERE, I CAN WARN US.

BOBBY?

BOBBY?!

GOTCHA!

NICE *TRY*, ONSLAUGHT -- BUT I FIGURED YOU'D BE *MESSING* WITH OUR *NORMAL PERCEPTION* OF THINGS!

THAT'S WHY I WAS *CONCENTRATING* ON SEEING EVERYTHING ONLY IN TERMS OF *BODY TEMPERATURES.*

I WAS ONTO YOU THE *SECOND* YOU *ENTERED* THE *ROOM.*

DESPITE MY PSIONIC SHIELDING.

TRULY, YOUR *MASTERY* OVER YOUR POWERS IS GROWING *EVERY DAY,* ICEMAN.

PROFESSOR... IF THERE IS *ANY* PART OF YOU LEFT... !

DON'T *REASON* WITH HIM, JEAN -- NOT NOW. *ATTACK* HIM!

RATHER...

... *ATTACK EACH OTHER!*

NO!

URNN!

FOR SUCH *"PRIZED STUDENTS"*, YOU'RE REMARKABLY SLOW ON THE UPTAKE.

ICEMAN'S RUSE NOTWITHSTANDING, I *CONTROL* YOU.

YOUR WILL IS *MINE--*

ICEMAN, I'M *SORRY.*

ZARK

URNNPH!

-- WHEN I CAUSE YOUR *OPTIC BLASTS* TO FEED BACK *ONTO YOURSELF!*

ARRGH!

BRAVO, ONSLAUGHT! BRAVO!

IN *RECORD TIME* YOU SHOWED THESE *PLEBEIANS* THE *ABSURDITY* OF STANDING ANYWHERE *BUT* AT *YOUR FEET.*

CLAP CLAP CLAP

LEST IT BE SAID THAT THE BEAST IS A *PLEBEIAN* -- I'D LIKE TO OFFER YOU *MY HUMBLE* SERVICES.

SUCH AS THEY ARE.

AND *WHAT USE* WOULD I HAVE FOR YOU, "*McCOY*" -- YOU WHO ARE NOT EVEN *OF* THIS REALITY?

YOU... YOU *KNOW?*

OF *COURSE* I *KNOW!*

I *HAVE* KNOWN SINCE THE MOMENT YOU FIRST *ENTERED* THE MANSION, POSING AS *THIS WORLD'S* BEAST.

WHO DO YOU THINK HAS BEEN *MASKING* YOUR *TRUE PSI-PATTERNS* WHILE YOU'VE BEEN LIVING AMONGST *FOUR* OF THE *WORLD'S MOST POWERFUL* TELEPATHS?

SO THEN... YOU MUST *ALSO* KNOW I HAVE *RESOURCES.*

RESOURCES YOU MIGHT FIND *VALUABLE?*

THERE IS *NOTHING* YOU CAN OFFER...

...ME...

...NOTHING.

ONSLAUGHT -- WHAT'S WRONG..?!

SEEMS... I AM NOT... AS...

...STRONG ...AS POWERFUL...

...AS I *INTEND* TO BE.

...AS, INEVITABLY, AS I *WILL* BE.

DO YOU *TRULY* WISH TO *SERVE* ME?

I AM WILLING TO FOLLOW --

AWRROWL?!

THEN YOU WON'T MIND THAT I *SIPHONED* A *TRIFLING* OF YOUR OWN *STRAY THOUGHTS?*

FOR A *REASON* I CANNOT QUITE *FATHOM*, MY *HOST* -- XAVIER -- IS *RESISTING* ME.

BUT... YOU CLAIM TO BE AS ONE WITH XAVIER.

I DON'T UNDER-STAND.

YOU'RE NOT *SUPPOSED* TO, McCOY.

BUT THERE IS *ONE* AMONG THE FALLEN WHO MAY *PROVIDE* ME WITH *WHAT* I SEEK...

NOT MUCH LATER...

STAY OUT OF MY MIND!

WOULD THAT I COULD, JEAN.

BUT AS I REMARKED *SEVERAL HOURS* AGO®, YOUR MIND SERVED AS THE *TEMPLATE* FOR THE *PHOENIX* POWER!

Bob!

BECAUSE YOU *OPTED* NOT TO *WILLINGLY* JOIN ME IN MY QUEST FOR *THAT MUCH POWER* AND *MORE* --

-- I REGRET THAT I HAVE TO *TEAR* THE INFORMATION I SEEK *DIRECTLY OUT OF YOUR MEMORIES!*

ANY *OBJECTIONS?*

...

PLEASE, MS. SUMMERS.

YOU MIGHT AT *LEAST* HAVE THE DECENCY TO *SCREAM.*

Bob!

THIS IS GETTING *TIRESOME.*

THUMP

YOUR *CONSTANT RESISTANCE* IS ONLY *PULLING* ME AWAY FROM MY *NATURAL ASSIMILATION* OF XAVIER'S PROWESS!

FOR SOMEONE POSSESSED OF ENOUGH POWER TO "*DESTROY STARS...*"

... YOU SEEM *QUITE DEPENDENT* UPON OTHERS.

ONLY FOR THE *MOMENT.*

BEAST?

YOUR *WISH* IS MY *ETC, ETC, ETC...*

HANK?!

IT IS *OBVIOUS* THAT THE X-MEN ARE *NOT* GOING TO BE *JOINING US* ON OUR ENDEAVORS.

I WANT YOU TO *DISPOSE* OF THE *BODIES.*

BUT... *IMAGINE* THE GENETIC *RESEARCH!*

AFTER YEARS OF TOYING WITH THE *GENE STRANDS* OF THE *MORLOCKS*, I COULD...

THIS IS *NOT* A MATTER FOR *DEBATE*, McCOY.

MY WILL -- AS YOU AND THE *REST* OF THE WORLD WILL LEARN -- IS *ABSOLUTE.*

YES... I -- I UNDERSTAND.

YOU MAY *START* WITH *THI* --

PHOENIX!

SHE'S GONE! *QUICKLY*, McCOY -- WE MUST FIND HER BEFORE SHE CAN *SUMMON HELP!*

I DON'T *LIKE* THIS. *AT ALL.*

NOT ONLY *CAN'T* I PICK UP ANY OF ONSLAUGHT'S THOUGHTS --

-- I CAN'T PICK UP ANY OF THE *X-MEN'S* EITHER! BUT I WOULD *KNOW* IF SCOTT WERE DEAD... I'D KNOW IT FROM THE *DEPTHS* OF MY *HEART*.

WHICH MEANS ONSLAUGHT'S *PROBING* HAS SOMEHOW *NEGATED* MY POWERS. AT LEAST *TEMPORARILY*.

THE BATTLES THAT HAVE RACKED THIS BUILDING HAVE THROWN THE ENTIRE COMM-SYSTEM OUT OF WHACK!

BUT I STILL HAVE TO MAKE THE ATTEMPT TO MARSHALL THE REST OF THE FORCES.

SO LET'S SEE WHAT HAPPENS WHEN I DUCK INTO THE *PSI-SHIELDED Z'NOX CHAMBER* --

-- WHERE HE *CAN'T* READ MY THOUGHTS *EITHER!*

ALEX?!

KHHHTHUNK

KURT?

SEAN?

CABLE... ANYONE?!

WHY?

WHY DOES IT HAVE TO *END* THIS WAY?

WE KNEW *SO LITTLE* ABOUT THE *PSIONIC DAMAGE* THAT WOULD *RESULT FROM* --

WAIT! I... SENSE...

... HE'S HERE!

YOU?!

OF *COURSE*, CHILD.

DID YOU *TRULY* BELIEVE, EVEN FOR AN *INSTANT*, THAT YOU WOULD ESCAPE THE SAME FATE WHICH *BEFELL* THE *REST* OF YOUR TEAM?

I *DON'T* BELIEVE YOU -- I *CAN'T* BELIEVE YOU!

IN MANY WAYS IT WAS THE ULTIMATE BETRAYAL...

...AS THE MAN ON WHOSE BELIEFS THE X-MEN WERE FOUNDED...

...SEEKS TO EXTINGUISH THEIR VERY LIVES.

BUT WHAT THE CREATURE KNOWN AS ONSLAUGHT DISCOVERS IS THAT THEIR SPIRIT IS NOT AS EASILY DESTROYED.

YOU *MAY* HAVE KILLED THE X-MEN...

BRRRAM!

...BUT THE *DREAM* WILL NEVER...!

BRRRRRATTZ

...DIE?

ON THE *CONTRARY*, JEAN SUMMERS.

SAYS YOU, BUB.

AT THAT MOMENT --

-- A SINGLE BEAM OF CRIMSON PUNCTURES THE CEILING.

WOLVERINE. Eh-- *CYCLOPS...?*

THE DREAM IS DEAD.

AND COMPANY, RED.

BY THE *GODDESS*, *JEAN* -- YOU *LIVE!*

BUT *WHETHER* THAT'S DUE TO *US* --

-- OR BECAUSE THERE'S A PART OF PROFESSOR XAVIER *STILL* IN THERE --

-- IS A *QUESTION* WE'LL HAVE TO ANSWER *LATER.*

NO QUARTER ASKED FOR, X-MEN...

... AND *NONE* GIVEN.

WE TAKE HIM *HERE* AND *NOW*, OR HE *DOESN'T GET TAKEN!*

IS IT *ME* -- OR DOES HIS ALL FEEL LIKE SOME *NIGHTMARE VERSION* OF A DANGER ROOM *SCENARIO?*

IT'S YOU, *MON AMI!* *NONE* OF MY NIGHTMARES ARE *DIS BAD!*

GET ME IN LOW AND FAST, SAMMY!

BUT *WHAT* ABOUT THE PROFESSOR?!

WE'LL GET CHUCK BACK, I *SWEAR.* EVEN IF I GOTTA *PEEL* THIS ARMOR OFF ONE LAYER AT A *TIME!*

AND IF HE'S NOT THERE, LOGAN -- *WHAT THEN?*

DID I TRAVEL ONE HUNDRED YEARS INTO THE PAST *ONLY* TO HAVE *FAILED...*

MAKAV

... IN *PROTECTING* CHARLES XAVIER -- FROM *HIMSELF?*

THE MAN CALLED BISHOP WAS NEVER ONE GIVEN TO **SELF DOUBT.**

*EVEN **BEFORE** HE JOINED THE X.S.E. -- A FUTURE VERSION OF THE X-MEN IN A TIME **FAR FROM NOW** -- HE BELIEVED HEART AND SOUL IN THE **VISION** OF THE **LEGENDARY** XAVIER.*

THERE ARE NO WORDS THEN TO DESCRIBE HOW HE FEELS AS THE **BODY** OF ONSLAUGHT **EVENTUALLY STOPS WRITHING** --

...AS HIS FELLOW MUTANTS **ENDURE** A MOMENT OF **UNSPEAKABLE HORROR** AT THE VERY REAL POSSIBILITY...

...THAT THEIR **TEACHER** -- THEIR **FOUNDER**...

...IS DEAD.

AT THEIR HANDS.

YOU *REALIZE*, OF COURSE, THIS IS *ALL YOUR FAULT.*

EH? *BEHIND* US?

BECAUSE OF *YOUR* FAILURE, BISHOP...

... *EVERYONE DIES!*

ONE HUNDRED YEARS FROM THIS MOMENT...

... THE X-MEN WILL HAVE BEEN MURDERED.

BETRAYED BY ONE OF THEIR OWN.

THAT'S WHAT WOULD HAVE HAPPENED...

... IF NOT FOR THE DETERMINATION OF ONE MAN.

A MAN WHO IN AN INSTANT --

-- IN A SINGLE ACT OF SELF-SACRIFICE --

-- THROWS HIMSELF BETWEEN THE FORCES OF DESTINY... AND REALITY.

IM POSSIBLE.

WAS ENOUGH PSIONIC ENERGY TO STOP A THOUSAND MUTANTS.

YET... YOU LIVE?

AS JEAN SAID...

DREAM NEVER DIES

WHAM

ANOTHER TIME AND PLACE...

... I WOULD HAVE BEEN...

... PROUD.

YOU REALIZE, THOUGH, THEY'D NEVER JOIN YOU?

MUCH TO MY REGRET.

YES.

MAY I BEGIN EXPERIMENTING ON THEM NOW... WHILE THEY ARE STILL ALIVE?

NOT AT ALL. YOU SEEM TO BE HAVING DIFFICULTY UNDERSTANDING, McCOY--

-- THAT MY PLANS FOR THIS WORLD GO FAR FAR BEYOND THE X-MEN.

SOON, EVERY LIVING CREATURE ON EARTH...

... SHALL BEHOLD MY MIGHTY HAND.

AND A WORLD WILL TREMBLE.

SOON...

EASY, MON AMI. I'VE GOT YOU.

REMY?

AND... XAVIER?

ONSLAUGHT IS *LONG GONE.*

AND SO IS BEAST.

WHAT ARE YOU *SAYING*, JEAN -- THAT HANK *JOINED* ONSLAUGHT OF HIS OWN FREE WILL?

THAT'S *TOTALLY WHACKED.*

ANY MORE SO THAN THE PROFESSOR *SPONTANEOUSLY GENERATING* A PSIONIC LIFE FORM WHICH IS THE *ANTITHESIS* OF EVERYTHING HE'S *EVER TAUGHT US?*

NONE OF THIS IS MAKING SENSE.

I MEAN, ONSLAUGHT CAN MAKE US *THINK* ANYTHING HE WANTS US TO, *RIGHT?*

PLUS, WE ALREADY KNOW HE'S LIED TO US.

SO THEN... WHAT DO WE *BELIEVE* FROM *HERE ON IN?*

WHO DO WE *TRUST?*

EACH OTHER.

NOW LET'S *BREAK IT DOWN*, PEOPLE. WHAT'D WE *LEARN* ABOUT *ONSLAUGHT?*

THE *RECENT* CEREBRO *APPLICATIONS* INDICATED A *PREOCCUPATION* WITH THE YOUNG MUTANT CALLED *X-MAN.*

BUT THERE WAS SOMETHING MORE.

SOMETHING IN THE *TEXT* OF THE FILES. THEY SEEMED *LESS* LIKE THEY BELONGED TO THE PROFESSOR... AND MORE AS IF THEY WERE... *MAGNETO'S?*

S'FUNNY, WHEN WE WERE *CHECKIN'* THE *READY ROOM,* AND SAW ALL THOSE *FILES* ON FRANKLIN RICHARDS --

-- WOLVERINE MADE *MENTION* OF ONSLAUGHT'S *RESEMBLANCE* TO MAGNETO, AND THE THING *WENT BANANAS.*

IF MAGNETO *IS* STILL ALIVE, IS IT POSSIBLE HE'S SOMEHOW *EXERTIN'* HIS MIND OVER XAVIER'S?

UNLIKELY --

-- BUT AT *THIS* JUNCTURE, WE HAVE TO ASSUME *ANYTHING* IS POSSIBLE.

INCLUDING THE VERY *REAL POSSIBILITY* THAT THIS MAY BE THE *ENTIRE REASON* WE WERE BROUGHT TOGETHER IN THE *FIRST PLACE.*

WHAT ARE YOU *SAYING,* SCOTT?

THE PROFESSOR FIRST GATHERED US HERE TO *LEARN* ABOUT OUR *POWERS,* TRUE.

BUT ALSO TO PROTECT THE WORLD FROM THE *THREAT* OF MUTANTS WHO *COULD NOT* OR *WOULD NOT* CONTROL THEIR GENETIC ABILITIES.

WHEN *NEXT* WE MEET ONSLAUGHT, WE MUST BE PREPARED TO ACCEPT THAT IN ORDER TO *STOP* HIM...

... WE MAY BE *FORCED* TO *KILL* PROFESSOR XAVIER.

SOMEWHERE WITHIN THE UNSUSPECTING HEART OF AMERICA...

WHAT DO YOU THINK, TIM...

...WE'LL EVER HAVE TO ACTUALLY USE THESE *MUTANT-HUNTING ROBOTS?*

Nah.

SEE, *JOE,* SENTINELS ARE KINDA LIKE *NUCLEAR BOMBS.*

JUST HAVIN' THEM *AROUND* IS ENOUGH TO KEEP MUTANTS *IN LINE.*

TRUST ME.

I *KNOW* WHAT I'M TALKING ABOUT.

...ONSLAUGHT...

TO BE CONTINUED EVERYWHERE

X-Men Unlimited #11 pinup by Adam Pollina & Mark Morales

MARVEL® COMICS

X-MEN

AUG '96 345

THE UNCANNY

X-MEN®

ONSLAUGHT AND BEYOND! UPDATE INSIDE!

APPROVED BY THE COMICS CODE AUTHORITY

ONSLAUGHT

PHASE 1

FROM THE ONSLAUGHT... AN APOCALYPSE™ COMES!

MMD® TOYZONE!

HE IS BLIND... YET SEES ALL.

HIS HEART, IT IS SAID, IS MADE OF THE MOST ANCIENT STONE... YET OTHERS WILL SWEAR THAT HEATED BLOOD ROARS THROUGH HIS VEINS.

HE IS BOTH BLESSED AND CURSED WITH ETERNAL LIFE.

HIS NAME IS OZYMANDIAS.

ONCE UPON A TIME, WHEN CIVILIZATION WAS YOUNG, HE FANCIED HIMSELF A KING.

OVER THE CENTURIES, HOWEVER...

...HE REALIZED HOW NAIVE HE WAS TO PRESUME HE KNEW ANYTHING ABOUT POWER.

HE SPEAKS IN A TONE HUSHED BY FEAR AND WONDER...

MASTER --

-- YOU HAVE AT LONG LAST AWAKENED.

IMPERATIVE!
YOU MUST READ [illegible] -- ON SALE NOW - BEFORE YOU EVEN LOOK AT THIS ISSUE!

APOCALYPSE LIVES!

YES, OZYMANDIAS. AFTER TOO LONG A SLEEP -- DEEP WITHIN MY STRONGHOLD, ONCE MORE REGENERATING, HEALING --

AMEN TO THAT, MILORD.

IT WAS NOT *ALWAYS* THIS WAY.

WHEN THEY FIRST MET UPON THE *DESERT SANDS* OF EGYPT -- IN THE *SHADOW* OF THE *HALF-BUILT PYRAMIDS*...

...OZYMANDIAS *RULED*, AND IT WAS THE SLAVE KNOWN AS *EN SABAH NUR* WHO SERVED.

BUT THAT WAS *BEFORE* THE *GENETIC FURY* RIPPED FORTH FROM THE *YOUNG SLAVE*.

BEFORE HE *LEARNED* HE WAS A *MUTANT*.

BEFORE HE KNEW IT WAS APOCALYPSE'S DESTINY...

...TO SURVIVE.

MUCH HAS *TRANSPIRED* DURING YOUR SLUMBER.

MUCH THAT EVEN I *COULD NOT HAVE* --

ENOUGH.

IT IS ALL THERE UPON THE *TAPESTRY* THAT EXISTS IN YOUR *MIND*.

COME.

IT HAS BEEN TOO LONG SINCE I *CAST* MY *EYES* TOWARD THE *HEAVENS*.

XAVIER HAS *FALLEN* FROM *GRACE*.

WHERE *ONCE* THERE WERE TWO -- *MAGNETO* AND *PROFESSOR X* -- NOW THERE IS *ONE*.

THEY STAND *UNITED*... THEY ARE *ONSLAUGHT*... TEETERING ON THE *PRECIPICE* BETWEEN *MADNESS* --

-- AND *OMNIPOTENCE*.

IRONIC, IS IT NOT?

THAT I WOULD SPEND EVEN A FRACTION OF MY LONG LIFE DEDICATED TO *DESTROYING* THE DEFENDERS OF THE *WEAK* --

-- THOSE CALLED *X-MEN* --

-- ONLY TO LEARN THAT, LEFT TO THEIR *OWN DEVICES*, THEY WOULD MORE *SOUNDLY* DEFEAT THEMSELVES.

stan lee presents: the uncanny x-men

lobdell. madureira. townsend. buccellato/team bucce!starkings/comicraft. harras

IT CAN ONLY MEAN ONE THING.

THAT THE AGE OF WONDERS NEARS ITS END.

"AGE OF WONDERS?"

THE BRIEF ABERRATION IN HISTORY WHEN MERE HUMANS *SHARE* IN THE GLORY OF POWER BEYOND THEIR KEN.

A TIME WHEN *MEN* FLEW TO THE *STARS* AND FELL TO *EARTH* AS *GODS.*

WHEN THE *FAVORED SON* OF IMMORTAL *ASGARD* ONCE MORE WALKED THE EARTH AND EMBRACED *MORTALS* --

-- AND *ASSEMBLAGES* OF *"HEROES"* GATHERED TO *AVENGE* THOSE UNABLE TO DEFEND THEMSELVES.

HERE? NOW?

HOW CAN YOU EVEN KNOW IT IS ENDING..?

BECAUSE OF MY *"OLD FRIEND"* HERE...

... WHOSE VERY *PRESENCE* SPEAKS VOLUMES MORE THAN ANY *WORDS* HE IS *FORBIDDEN* BY HIS *COSMIC BRETHREN* TO *UTTER.*

HE IS *UATU,* A *WATCHER.*

HE IS HERE TO BEAR *SILENT WITNESS* TO THE *END* OF THE *AGE OF WONDERS.*

AND ALL HE CAN DO IS *OBSERVE...* AS ONLY THE *FITTEST SURVIVE!*

AT THAT MOMENT, HALF A WORLD AWAY...

... ON THE NORTHEAST COAST OF UNITED STATES...

... FIVE HEROES...

IRON MAN

CAPTAIN AMERICA

THOR

QUICKSILVER

SCARLET WITCH

... MEMBERS OF THE MIGHTY ASSEMBLAGE KNOWN AS THE AVENGERS HEAD TOWARD A MEETING WITH DESTINY.

DO YOU THINK IT'S POSSIBLE --

-- THAT ANYONE SURVIVED?

CAUTION

THE AVENGERS HAVE ALWAYS KNOWN THE XAVIER INSTITUTE TO BE A WARM PLACE...

... A SECRET SANCTUARY TO THE MUTANTS WHO HAVE DEDICATED THEMSELVES TO DEFENDING A WORLD WHICH WOULD RATHER SEE THEM DEAD.

BUT TODAY, THE X-MEN'S SANCTUARY HAS BEEN VIOLATED.

BY ONE OF THEIR OWN.

AND THE LIVES OF THOSE WHO ONCE LIVED HERE --

-- MIGHT VERY WELL BE AS SHATTERED AS THIS WESTCHESTER MANSION.

SEE [illegible] STILL ON SALE, IF YOU'RE LUCKY! Bob.

VISION... ANYTHING?

NO.

THE QUINJET'S SENSORS ARE NOT PICKING UP ANY LIFE READINGS... BUT THAT IS NOT UNEXPECTED.

AS MUTANTS, THE X-MEN HAVE MANY ENEMIES. SOME APPARENTLY KNOW OF THEIR SECRET MOTHERHOUSE, WHICH IS NO DOUBT HEAVILY SHIELDED FR--

THEY'RE ALIVE.

I CAN... SENSE THEM.

ALL OF THEM. EXCEPT XAVIER.

HIS NAME IS NATE GREY, NATIVE OF ANOTHER REALITY. A PARALLEL WORLD THAT NO LONGER EXISTS.

HE POSSESSES MORE RAW PSIONIC POWER THAN HIS YOUNG BODY CAN HOPE TO CONTAIN.

YOU'RE SAYING HE'S... DEAD?

NO. ONLY THAT HE ISN'T HERE. BUT HE WAS.

RECENTLY.

THAT MUCH SHOULD BE OBVIOUS FROM THE DAMAGE TO THE ESTATE.

WHY DON'T YOU PEOPLE WANT TO ACCEPT THE REALITY THAT XAVIER HAS --

NATE, WE'VE AGREED TO INVESTIGATE YOUR CONCERNS.

BUT WE'VE ALL KNOWN PROFESSOR X FOR YEARS.

WE'LL HAVE OUR ANSWERS SOON ENOUGH.

SEE [illegible] #400 -- Bob

SOONER.

SKRAKK

AVENGERS ASSEMBLE --

IN THE INSTANT BEFORE IMPACT...

-- WE ARE UNDER ATTACK.

KRAKK

-- THE MUTANT AVENGER KNOWN AS QUICKSILVER...

... IS IN MOTION...

... TOWARDS THE MAN...

... RESPONSIBLE FOR...

... THE AMBUSH...

... BEFORE THE ASSAILANT...

... EVEN REGISTERS...

... WHAT'S HAPPENING!

I DON'T KNOW WHAT YOU'VE DONE WITH THE X-MEN...

GAMBIT?!

DIS DE WAY YOUR POPPA MAGNETO BROUGHT YOU UP, PIETRO?

MAKE YOUR INTRODUCTIONS WIT' YOUR SUPER-FAST FISTS FLYIN' EV'WHERE?

YOU LAUNCHED THE OPENING SALVO, LeBEAU.

I WAS ONLY RESPONDING IN --

CHIK

BISHOP.

LET HIM GO, QUICKSILVER.

OR -- WE'RE GOING TO LEARN JUST HOW FAST YOU ARE.

BARROOM

MAYBE *LATER*, PAL.

FOR THE *MOMENT*, LET'S CONCENTRATE ON THE *QUESTIONS* AT HAND, OK?

LIKE -- *WHAT HAPPENED HERE?*

AS *TWO* OF THE *NEWEST MEMBERS* OF THE X-MEN, YOU MIGHT NOT REALIZE OUR *TEAMS* HAVE A LONG *HISTORY* OF *WORKING* TOGETHER.

IF WE *ARE NEEDED*, THE AVENGERS STAND *READY* TO OFFER *ASSISTANCE*.

IN RESPONSE...

KRKKKARRRR

THAT'S PUTTING IT *ONE* WAY.

... IF YOU WILL *BEAR* WITH US A *MOMENT, OLD FRIENDS* --

-- YOU WILL UNDERSTAND WHY YOU MUST ALLOW *PHOENIX* TO TELEPATHICALLY *VERIFY* YOUR IDENTITIES BEFORE WE CAN *ACCEPT* YOUR GENEROUS OFFER OF ASSISTANCE.

CANNONBALL

PHOENIX

STORM

ICEMAN

NOTHING *PERSONAL.*

TRANSLATED, THAT MEANS "NOBODY MOVES...

...NOBODY GETS HURT."

WOLVERINE

BRIGHT, NATE.

AFTER THAT BATTLE WITH *HOLOCAUST*®, I WAS HOPING THE AVENGERS COULD *HELP* ME.

Bob

INSTEAD, THEY DROP ME *SMACK* IN THE *MIDDLE* OF...

... OF...

MADDIE --?

HERE? HOW IS THAT... POSSIBLE?

INSTINCTIVELY, AS THIS IMPULSIVE YOUNG MAN DOES EVERYTHING, HE REACHES OUT WITH THE POWER OF HIS MIND...

... PROBING THE MINDS OF PEOPLE WHO --

-- IN ANOTHER TIME AND PLACE --

-- MIGHT HAVE BEEN ALLIES.

SOMETHING... IS... WRONG.

NATE, I DON'T PROFESS TO BE AN EXPERT ON MUTANT ABILITIES, BUT IT'S CLEAR WHATEVER YOU'RE DOING IS PUTTING A STRAIN ON YOU.

MAYBE YOU SHOULD REST UNTIL WE SORT OUT WHAT --

NO.

I'M SUPPOSED... TO BE... STRONGER THAN THIS!

THE ASTRAL PLANE...

... IS BEING INTERFERED... WITH... SOMEHOW!

THIS ONSLAUGHT MAY BE TOUGH...

... BUT AS EVERYONE ON THIS WORLD SEEMS UNWILLING TO ACCEPT...

... THE X-MAN IS TOUGHER!

IN AN INSTANT, REALITY SEEMS TO WARP AROUND HIM...

... WHILE AT THE SAME TIME, HE PULLS FORTH THE DISPARATE THREADS OF MEMORIES FROM EACH OF THE X-MEN PRESENT.

WITH AN EASE THAT BORDERS ON FRIGHTENING --

-- HE WEAVES THOSE THOUGHTS TOGETHER TO FORM A SINGLE IMAGE OF THE CREATURE RESPONSIBLE FOR ALL THE DAMAGE DONE HERE THIS DAY...

PIETRO -- THE TELEPATHIC ENERGY BEING EXPENDED IS ALMOST... *PALPABLE!*

THIS *"X-MAN"* IS PULLING IMAGES *DIRECTLY* FROM THE X-MEN'S *MINDS!*

BUT IMAGES OF *WHAT*, MY SISTER?

WHILE I'M ADMITTEDLY *FAIRLY NEW* TO ALL OF THIS --

-- I'M GOING TO GO OUT ON A LIMB HERE AND GUESS *THAT'S* THE *BAD* GUY!

IRON MAN IS CORRECT. IT IS AN IMAGE OF THE *ENTITY* THAT ATTACKED US.

IF HE IS *NOT STOPPED* --

-- SOON --

-- HE MAY VERY WELL THREATEN THE ENTIRE WORLD!

HOW?

TRUST 'RO, SHELLHEAD...

...HE'S GOT... THE POWER... TO DO IT!

SO IT WOULD *APPEAR.*

HAVE TO *STOP* HIM... WITHOUT *HURTING* HIM.

THAT SEEMS ILLOGICAL, MS. GREY.

AND THIS KID IS ONLY MAKING THINGS *WORSE!*

WOOOM!

WOULNPH!

THE BEING WHO *ATTACKED* US?

IT CALLS ITSELF *ONSLAUGHT.*

BURIED *SOMEWHERE* IN ITS PSIONIC FORM IS THE MAN THE X-MEN HAVE *KNOWN* AND *TRUSTED* FOR *YEARS* --

-- SINCE HE *BROUGHT* US ALL *TOGETHER.*

HE IS *PROFESSOR CHARLES XAVIER.*

IS THAT *POSSIBLE?*

OF COURSE IT'S POSSIBLE! SEE -- IT'S JUST LIKE I'VE SAID SINCE I *CAME* TO THIS REALITY!

CHARLES XAVIER IS A *THREAT* TO THIS WORLD AS SURELY AS *APOCALYPSE* WAS TO *MY OWN!*

I'VE *KNOWN* THIS SINCE THE *MOMENT* I ENCOUNTERED HIM ON THE *ASTRAL* PLANE!

CHARLES XAVIER IS AN *EVIL* --

SHUT YER TRAP, *PUNK* -- OR I'LL SHUT IT FOR YA!

WELL, HERE'S AN ORIGINAL WAY TO START UP A *FREE* AND *OPEN* EXCHANGE OF IDEAS.

SKLIK

NEAR AS WE CAN TELL --

-- YA HAD *MORE* THAN A LITTLE TO *DO* WITH THIS WHOLE MESS, KID..!

ME?!

NOW ISN'T THE TIME FOR *THIS* CONVERSATION, LOGAN.

WE HAVE TO CONCENTRATE ON WORKING *TOGETHER* TO DEFEAT THIS *"ONSLAUGHT."*

LATER, KID.

COUNT ON IT, *OLD MAN.*

HOW IS IT THAT ON *ONE* LEVEL, I FEEL SO *ALONE* --

-- AND IN A *WAY,* I FEEL LIKE I'VE COME...

... HOME?

FORGIVE HIM. WOLVERINE ISN'T ALWAYS SO... *BRUSQUE.*

PROFESSOR X'S CONDITION IS TAKING A *TOLL* ON ALL OF US.

WE NEED CLARIFICATION. THE CHARLES XAVIER WE KNEW IS A KIND AND GENTLE MAN.

WHAT COULD POSSIBLY HAVE HAPPENED TO CAUSE THIS?

YEAH, WELL -- TURNS OUT HE ISN'T *EXACTLY* ON HIS *OWN.*

BY WHAT WE SAW, AND WHAT HE SAID, XAVIER'S MIND IS SOME-HOW BEING INFLUENCED...

... BY MAGNETO!

NO.

HOW DID I *KNOW* OUR FATHER WAS *SOMEHOW* INVOLVED IN ALL OF THIS?

AGAIN!

MUIR ISLAND.

OFF THE RUGGED COAST OF SCOTLAND.

IT IS THE SITE OF A WORLD-RENOWNED GENETIC RESEARCH FACILITY...

...BUT IT ALSO FUNCTIONS AS HOME AND HEARTH TO THE MUTANT TEAM...

EXCALIBUR

...MERCIFULLY, ALL THE X-MEN *SURVIVED.*

THANK HEAVEN! BUT WHAT ABOUT CHARLES, *NIGHTCRAWLER?*

APPARENTLY, *MOIRA,* HE -- OR RATHER, *ONSLAUGHT* -- AND SOMEONE *POSING* AS THE *BEAST* MANAGED TO *ESCAPE.*

AS OF *YET,* NEITHER THE *X-MEN* NOR OUR *CEREBRO* MUTANT-DETECTING UNITS HAVE BEEN ABLE TO GET A *LOCK* ON THEM.

NOT *SURPRISING,* KURT, SEEING AS HOW PROFESSOR X WAS THE ONE WHO *DESIGNED* CEREBRO.

MEGGAN IS *RIGHT.* THE ONLY THING THAT *IS* SURPRISING, COMRADES...

...IS THAT WE ARE SITTING AROUND *STARING* AT EACH OTHER WHEN WE *SHOULD* BE IN THE STATES *HELPING* THE *OTHERS!*

'TIS BECAUSE I *ASKED KURT* TO HOLD OFF *DEPLOYING* EXCALIBUR JUST *YET, COLOSSUS...*

...FOR THE *VUIRY* SAME REASON I REQUESTED *CYCLOPS* AND *PHOENIX* COME HERE AS *QUICKLY* AS THEY *CAN.*

CHARLES XAVIER IS ONE OF MY OLDEST FRIENDS. ONCE WE WERE *MORE* THAN THAT.

WHICH IS WHY, I HATE TO EVEN *SAY THIS,* THE KEY TO *DEFEATING* THIS "ONSLAUGHT" MAY EXIST *RIGHT HERE.*

WHAT ARE YOU TALKING ABOUT?

ENOUGH WITH THE SMOKE AND MIRRORS, MacTAGGERT -- WHAT'S THE KEY TO TAKING DOWN THIS PILLOCK?

WE NEVER WANTED IT TO COME TO THIS, KITTY... *WISDOM.*

BUT IT MAY BE *TIME* TO UNSEAL ... *THE XAVIER PROTOCOLS.*

NEED WE SAY IT? -- PICK UP EXCALIBUR #100 -- Bob!

XAVIER'S.

SEVERAL HUNDRED YARDS BELOW THE ESTATE.

YOU?!

YOU MAY HAVE KILLED THE X-MEN...

WHILE THIS RECORDING WAS MADE LESS THAN AN HOUR AGO...

... THE MAN CALLED BISHOP HAS HEARD THESE WORDS ECHO IN HIS EVERY DREAM SINCE THE MOMENT HE TRAVELED BACK TO THIS ERA.

HE HAD HOPED THAT BY SOMEHOW HAVING LIMITED KNOWLEDGE OF THE PAST --

-- HE MIGHT BE ABLE TO CHANGE THE X-MEN'S DESTINY.

HE WAS WRONG.

CHECK OUT UNCANNY [illegible] FOR DETAILS -- Bob!

Y'OKAY?

I KNEW SOMEONE WOULD BETRAY THE X-MEN... I SAW THIS VERY TAPE ONE HUNDRED YEARS FROM NOW.

BUT... HOW COULD I HAVE KNOWN --

DAT IT WAS XAVIER?

YA COULDN'T.

NO ONE COULD.

I OWE YOU AN APOLOGY, REMY.

DON'T BOTHER, MON AMI.

I JUST HAVE ONE OF DOSE PERSONALITIES PEOPLE FIND SUSPICIOUS.

TAKE COMFORT IN DE SMALL CERTAINTIES, BISHOP. YOU'LL ALWAYS BE A RAVIN' PARANOID --

-- AND I'M ALWAYS GONNA BE A CHARMIN' LOUSE.

AND... THE PROFESSOR, LeBEAU?

I CAN'T BELIEVE DAT SOMEWHERE BENEATH IT ALL -- DE PROFESSOR AIN'T STILL A GOOD PERSON.

NOW LET'S GET UPSTAIRS T'DE OTHERS --

"-- DEY'RE IN DE *DANGER ROOM*, PUTTIN' TOGETHER A *STRATEGY* TO TAKE DOWN ONSLAUGHT."

AT THIS MOMENT, ALL THE *EVIDENCE* WOULD SEEM TO POINT TO THE *INEVITABLE* CONCLUSION:

ONSLAUGHT IS *PURE... LIVING PSIONIC* ENERGY.

I WAS *INSIDE* ITS MIND, IF *ONLY* FOR AN *INSTANT.*

SOMEHOW, THERE ARE ELEMENTS OF *BOTH* XAVIER'S *AND* MAGNETO'S PERSONAE IN THERE -- AS IF THE FUSING HAS CREATED A *THIRD* BEING.

WE CAN ONLY GUESS IT OCCURRED WHEN THE PROFESSOR SHUT DOWN MAGNETO'S MIND MONTHS AGO.

AT *THIS* POINT, WE'RE *STILL UNCLEAR* AS TO --

"SEEMS."

"STILL UNCLEAR."

"SOMEHOW."

SHOULD IT SURPRISE *ANYONE* THAT MY *FATHER* IS SOMEHOW INVOLVED IN THIS AFFAIR?

PIETRO, YOU MUST CALM YOURSELF.

I KNOW. STILL, ARE WE *NEVER* TO ESCAPE *MAGNETO'S* SHADOW?

THE *TRUTH* OF THE MATTER IS, MY FRIENDS, *ANY* INFORMATION WE HAVE *RECEIVED* UP UNTIL NOW MUST BE CONSIDERED *HIGHLY SUSPECT...*

... SINCE IT HAS ALL BEEN *PROVIDED* BY ONSLAUGHT.

EITHER DIRECTLY OR THROUGH HIS ACTIONS.

DROGA! YOU'RE ALL STILL ALIVE!

WE ONLY JUST RECEIVED A BADLY BROKEN-UP TRANSMISSION OF PHOENIX'S CALL.

SUNSPOT. DOMINO. SIRYN.

I TAKE IT THE REST OF X-FORCE HAS ARRIVED HOME AS WELL.

A DAY LATE AND A DOLLAR SHORT, STORM.

SO IT WOULD SEEM.

AND NOT EVERYONE. YE OLE FEARLESS LEADER, CABLE, IS OFF ON HIS OWN DOING SOMETHING OR OTHER.

YOU... ARE NOT CONCERNED?

ORORO, NATHAN WAS SHOUTING "FIRE IN THE HOLE" WHEN YOU WERE STILL SCOOTING AROUND CAIRO PICKING POCKETS.

HE CAN TAKE CARE OF HIMSELF.

SO FILL US IN EN ROUTE TO WHEREVER WE'RE GOING TO DO WHATEVER WE'RE DOING TO WHOEVER WE'RE DOING IT.

SEE RECENT ISSUES OF CABLE

WE NEED A PLAN.

SOME OF US WILL GO OFF IN SEARCH OF MAGNETO, WHO IS SOMEWHERE HERE ON EARTH...

...WHILE OTHERS NEED TO WARN THE FANTASTIC OUR THAT XAVIER -- RATHER ONSLAUGHT -- HAS TAKEN AN INTEREST IN THE STATUS OF THEIR SON.

AS NEAR AS I WAS ABLE TO DISCERN FROM THE FILES I SAW THE PROFESSOR VIEWING LAST NIGHT, FRANKLIN RICHARDS IS NOT ONSLAUGHT'S SOLE TARGET.

JEAN AND I ARE OFF TO MUIR ISLAND. BUT DOMINO, I'D LIKE YOU AND X-FORCE TO STAY HERE AND KEEP AN EYE ON THE "X-MAN."

WHAT ARE YOU TALKING ABOUT..?

GIVE ME *ONE GOOD REASON* WHY I SHOULD *STAY* HERE.

WE'RE FRIENDS OF CABLE. THE MAN WHO SAVED YE.

IF YE DOUBT THAT, *READ* ME MIND AND SHUT YE MOUTH, BOY.

I'LL SEE TO IT THAT THE AVENGERS QUINJET IS *PREPARED*... PERHAPS HANK CAN JURY-RIG A DEVICE CAPABLE OF *SIMULATING* THE MUTANT-TRACKING DEVICE, *CEREBRO.*

SCOTT. A MOMENT, PLEASE.

I AM..., WORRIED. ABOUT *CABLE.*

AS AM *I*, STORM. BUT RIGHT NOW OUR *PRIORITY* IS --

ONSLAUGHT, YES. BUT CABLE POSSESSES *PSIONIC POWERS* WHICH ARE PERHAPS *SECOND* ONLY TO THE PROFESSOR'S.

MAKING HIM A *POTENTIAL TARGET.*

SOMETHING I *PROBABLY* WASN'T THINKING ABOUT BECAUSE I DIDN'T WANT TO BE *OVERLY PROTECTIVE* OF MY SON.

THEN I WILL BE LEAV--

ORORO.

THANK YOU.

WE ARE ALL GOING TO MAKE IT *THROUGH* THIS, SCOTT.

GODDESS *WILLING... ALL* OF *US.*

ON THE OUTSKIRTS OF THE XAVIER ESTATE...

BEEN KIND OF TOUGH... LATELY.

THINKIN' AN' ALL. HOLDIN' MY HEAD TOGETHER AFTER WHAT HAPPENED WITH GENESIS.

IN [redacted] Bob

MAKES SENSE NOW. WHY CHUCK WASN'T RUSHING TO HELP SORT THINGS OUT.

GOTTA REMEMBER THAT.

HOLD ON, CHUCK... WHEREVER YA ARE.

YA NEVER ONCE DOUBTED I COULD TAME MY OWN PROBLEMS.

NO WAY I'M GONNA LET YOU FACE THIS ON YER OWN.

WOLVERINE. WILL YOU BE JOINING US ON --

NOPE. I GOT A HUNCH I NEED TO PLAY OUT.

I SEE. DO YOU REQUIRE ASSISTANCE?

THANKS, RED.

BUT I'M COVERED.

WHICH LOGAN WILL IN WOLVERINE #[redacted] -- Bob

AN ODD HUMAN. OR RATHER, AN ODD MUTANT.

OR ODDER STILL, THAT HUMANS FEEL THE NEED TO MAKE A DISTINCTION BETWEEN THE TWO GENETIC VERSIONS OF ESSENTIALLY THE SAME SPECIES.

BUT THEREIN LIES THE TRAGEDY OF WHAT IS ABOUT TO OCCUR.

THAT WE ARE ALL GOING TO BE FORCED TO TAKE ARMS AGAINST THE ONE MAN WHO HAS DEDICATED HIS ENTIRE LIFE TO THE GOAL OF BRINGING BOTH RACES TOGETHER.

IN THE MANSION...

...THE COMM ROOM.

PHYSICALLY, WE ALL CAME THROUGH IT IN ONE PIECE.

BUT *EMOTIONALLY..?* I DON'T KNOW, *PSYLOCKE.*

THAT *THING* WE HAVE TO FIGHT... I MEAN, IT *IS* PROFESSOR X.

THE *SAME* MAN WHO *TRAINED* US TO BE PREPARED FOR ANY *MALEVOLENT* MUTANT THREAT, ROBERT.

PRESUMABLY, EVEN ONE *POSED* BY THE PROFESSOR.

AND THEY CALL *ME* FROSTY.

IS THERE SOMEBODY THERE I CAN TALK TO *WITH A HEART?*

SONNY

THERE'S NO NEED TO BE *RUDE.* I'M *ONLY* SAYING --

DON'T LET HIM GET TO YOU, *BETTS.* I'M SURE *EVERYTHING* IS PRETTY TENSE THERE.

HANG ON, BOBBY. WE'RE EN ROUTE RIGHT N--

MUCH APPRECIATED, WARREN. BUT IN THE WORDS OF CYCLOPS --

-- "ASK *ARCHANGEL* AND *PSYLOCKE* TO *RENDEZVOUS* WITH JEAN AND ME AT MUIR ISLAND. I'LL EXPLAIN EVERTHING TO THEM THERE."

LOOK, I...

...I GOTTA GO.

KLIK

WARREN, WHAT ICEMAN SAID... ABOUT ME NOT HAVING A HEART?

DO *YOU* THINK I'VE CHANGED SINCE MY EXPOSURE TO THE *CRIMSON DAWN?*

HONESTLY?

YES, BETSY.

I THINK WE *BOTH* HAVE.

MANHATTAN.

FOR THE MOMENT, THE CITY THAT NEVER SLEEPS IS, AT LEAST, AT REST.

THAT WON'T LAST.

THIS WILL DO, McCOY.

I WAS CERTAIN IT WOULD *FULFILL* YOUR NEEDS, *ONSLAUGHT.* IT WAS IN THESE *SAME TUNNELS* THAT I SPENT NEARLY *TWO DECADES* --

-- EXPERIMENTING ON ALL MANNER OF GENETIC MUTATIONS.

WHILE, *NO,* I DIDN'T *CREATE* THE MORLOCKS WHO DWELT AMONG THESE TUNNELS... I CERTAINLY MADE THE MOST OF --

STOP.

AARRGH!

YOU ARE SPEAKING TO ME AS IF I WERE A CHILD.

I AM *NOT.*

I KNOW YOUR EVERY THOUGHT EVEN BEFORE YOU THINK IT.

NOW... ENOUGH NOISE.

UNDERSTOOD?

...

GOOD.

I ALLOWED YOU TO JOIN ME FOR *TWO REASONS.*

FIRST, I ENJOYED THE *BRAVADO* YOU EXHIBITED BY TRYING TO SECRETE YOURSELF AMONG THE X-MEN... ALL THE WHILE POSING AS OUR... AS *THEIR* ORIGINAL COMRADE.

YOUR PLAN WAS *DOOMED* BY MY PRESENCE, OF COURSE, BUT YOU COULD NOT HAVE *KNOWN* THAT.

MOST IMPORTANT, YOU ARE STILL ALIVE BECAUSE YOU *ASSURED* ME YOU COULD PROVIDE *DARK ATTENDANTS* TO SERVE ME.

WHERE *ARE* THEY?

S-SOON, ONSLAUGHT... SOON...

SEE X-FACTOR #125.

YES, *SOON.*

SOON THIS ENTIRE PLANET WILL BE MINE...

... AND AN *ENTIRE RACE* WILL SUFFER FOR THE SINS OF THE IGNORANCE AND ARROGANCE OF A FEW!

SOMEWHERE --

-- DEEP IN THE HEART OF THIS ONSLAUGHT...

... CHARLES FRANCIS XAVIER QUIETLY RAGES AGAINST THE DYING LIGHT OF A DREAM.

TO BE CONTINUED

X-Men Unlimited #11 pinup by Alan Davis & Mark Farmer

MARVEL® COMICS

AVENGERS®

AUG'96 401

EARTH'S MIGHTIEST HEROES

AVENGERS

GUEST-STARRING:
MAGNETO®
ROGUE® of THE X-MEN!

SINS OF THE FATHER!

WALKAWAY PHASE 1

APPROVED BY THE COMICS CODE AUTHORITY

DEODATO PALMER

AVENGERS MANSION.

NO T'ANKS, MON AMI. LOOKIN' A LITTLE CROWDED. I'LL MAKE MY OWN WAY TO DE ROOF.

NEW RULES, GAMBIT. WE NO LONGER LEAVE FROM THE ROOF.

THERE'S ROOM FOR ONE MORE... BUT THE CLOCK'S TICKING. COME ON.

GAMBIT--ONE OF THE MUTANTS KNOWN AS THE X-MEN--IS OUT OF HIS ELEMENT AND NOT THRILLED ABOUT IT.

HE'S NOT USED TO DEALING WITH FULL-FLEDGED SUPER HEROES.. BUT IF ANYONE CAN HELP HIM IN HIS APPOINTED MISSION...

...THEY CAN.

THOR.

QUICKSILVER.

SCARLET WITCH.

IRON MAN.

CAPTAIN AMERICA.

THE VISION.

TOGETHER, THEY ARE...

--THE AVENGERS!

LESS THAN AN HOUR AGO, THEY FOUND THE X-MEN BEATEN-- NEARLY DESTROYED-- BY THEIR OWN MENTOR--CHARLES XAVIER--

--NOW THE ALL-POWERFUL ONSLAUGHT.

SO EVERYONE'S CLEAR ON THE MISSION? THERE'S SOME SUSPICION THAT MAGNETO MIGHT SOMEHOW BE BEHIND XAVIER'S TRANSFORMATION--

--SO IT'S UP TO US TO FIND MAGNETO--

--AND BRING HIM IN!

EVERYBODY READY?

WHOOF!

ZOOMIN' MIGHTY FAST DOWN A MIGHTY SHORT TUBE, CAP!

HOW COME DE FAR DOOR IS STILL CLOSED?

RELAX, GAMBIT. THE NEW QUINJET HASN'T HAD A FULL SHAKEDOWN CRUISE YET...

...BUT I TRUST IRON MAN'S LAUNCH DESIGN.

THANKS.

I'M VERY EXCITED BY IT. EVERYONE AGREED THAT THE NOISE POLLUTION ALONE FROM A ROOF DEPARTURE WAS UNBEARABLE.

WITH THAT IN MIND, I RECONFIGURED THE N.A.S.A. CODE-SEVEN SPECS FOR SPACE-STATION SHUTTLES...

...FITTED AN AFTERBURN RECOIL TO MAXIMIZE THRUST...

...COATED THE TITANIUM TRACKS WITH A NEAR-FRICTIONLESS GEL POLYMER...

HOW DOES THE DOOR WORK?

...INTEGRATED A PAULING MAGNOTRACK UNDER THE...

WHOOPS.

KLIK

HATCH SENSORS

ENGAGED

CLUNK!

VWOOOSH!

"WHOOPS?"

SORRY. GOT CARRIED AWAY.

SO... DO WE KNOW EXACTLY WHERE WE'RE GOING YET?

MARK WAID - story
MIKE DEODATO - breakdowns
TOM PALMER - finishes
BILL OAKLEY - letters
JOHN KALISZ - colors
MARK GRUENWALD - editor
BOB HARRAS - editor in chief

STAN LEE PRESENTS:

SINS OF THE FATHER!

WE HAVE A GENERAL IDEA. HANK'S STARTED PINNING DOWN THE SPECIFICS.

STARTED AND FINISHED. I THINK I HAVE HIM, CAP.

ACCORDING TO THE X-MEN, CEREBRO--

--THAT'S THEIR MUTANT-TRACKING DEVICE--

--AND AN AMAZING PIECE OF WORK, I MIGHT ADD--A GENETIC SENSOR WAY AHEAD OF ANYTHING IN MY LAB--

HANK? I'VE ALREADY HAD ENOUGH TECHNOBABBLE FOR ONE DAY.

AH. WELL, CEREBRO'S BEEN BAFFLED BY MAGNETO IN THE PAST, SO WE CAN'T COUNT ON IT TO ZERO IN.

HOWEVER... IN COMBING THE WORLD FOR ERRANT ELECTROMAGNETIC ACTIVITY, I'VE FOUND A SERIES OF SPIKES IN SOUTH CAROLINA THAT SEEM TO MATCH MAGNETO'S ENERGY SIGNATURE.

I'VE SET THE COMPUTERS TO RELAY COORDINATES DIRECTLY TO THE QUINJET. I HAVE TO GET MOVING.

WE'RE ON OUR WAY TO FOUR FREEDOMS PLAZA TO LOOK IN ON FRANKLIN RICHARDS. APPARENTLY, ONSLAUGHT SEEMS VERY INTERESTED IN THE BOY.

OVER AND OUT.

I FIND MYSELF CONFUSED.

MY LIMITED EXPOSURE TO CHARLES XAVIER LED ME TO CONCLUDE THAT HE WAS A DECENT MAN.

HE IS. AS MUTANTS OURSELVES, MY SISTER WANDA AND I KNOW XAVIER BETTER THAN ANY AVENGER... AND WE HAVE BENEFITTED FROM HIS NOBILITY TIME AND AGAIN.

BUT IF OUR FATHER IS SOMEHOW BEHIND THIS SINISTER TRANSFORMATION... IF MAGNETO IS CONTROLLING XAVIER'S UNCHARACTERISTIC ACTIONS FROM AFAR...

...THAT EXPLAINS MUCH.

HE *LIKES* T'CONTROL MUTANTS, *eh*, CHERE? WHAT WAS IT LIKE BEIN' PARTO' HIS *BROTHERHOOD* ALL DEM YEARS AGO?

FOUL. *DEGRADING.*

"IT'S *TRUE* HE TOOK PIETRO AND MYSELF UNDER HIS *WING*, EVEN *BEFORE* WE KNEW WE WERE *RELATED*...

"... BUT WE WERE NOT PARTICULARLY WELL-*CARED* FOR IN HIS DARK, DANK *CASTLE*.

"MASTERMIND AND TOAD, IN *PARTICULAR*, WERE... *UNPLEASANT* COMPANIONS.

"OF COURSE, MAGNETO WOULD OFTEN PUT THEM IN THEIR *PLACE*...

"... LESS TO PROTECT *ME* THAN TO ESTABLISH HIS *OWN* DOMINANCE.

"HIS NOTIONS OF *KINDNESS* AND *BENEVOLENCE* WERE *REPULSIVE*.

"WHENEVER I WAVERED IN MY LOYALTY FOR A *HEARTBEAT*... WHENEVER I TOYED WITH THE NOTION OF *LEAVING* HIS SERVICE, HE WOULD...

"... FIND A WAY TO *HOLD ON* TO ME.

"TIGHTLY."

"CONSIDERABLE TIME HAS PASSED SINCE THEN. I HAVE GROWN STRONGER... COME TO TERMS WITH MUCH OF WHAT ONCE FRIGHTENED ME.

"BUT NEVER HAVE I BEEN MORE TERRIFIED THAN AT THE FEET OF A MAN WHO COULD KILL ME WITH A THOUGHT.

"AROUND HIM, I WAS FRAGILE... VULNERABLE.

"I CANNOT BE CERTAIN... THAT I WILL NOT BE AGAIN."

FORGIVE US, WANDA-- BUT WE ARE NOT USED TO HEARING YOU SPEAK IN SUCH A MANNER.

EVEN I HAVE NEVER HEARD YOU REFER TO THOSE EARLY DAYS... LIKE THAT.

IT IS NOT YOUR CONCERN, VISION.

HE WILL NOT HURT YOU, MY SISTER. I PROMISE. I WILL NOT LET HIM.

PIETRO, NO. YOU AND I-- WE'RE NOT LIKE THAT ANYMORE--

HUSH. I WILL PROTECT YOU... ALWAYS.

NORFOLK, VIRGINIA.

I SURE HOPE YOU TWO YOUNG'UNS AIN'T IN ANY KINDA HURRY.

PALMER'S GARAGE

CAN'T FIX Y'R BUG... NOT WITHOUT GETTIN' IT UP ON THE LIFT FOR A LOOK UNDERNEATH...

...AND THE LIFT CONTROL DONE BROKE ON ME.

I CAN'T SEE NO WAY'A GETTIN' THIS CAR UP IN TH' AIR.

THESE THEM LI'L OL' CONTROLS YOU WAS SPEAKIN' ABOUT? WHY, THEY DON'T LOOK T'BE ALL THAT BROKE...

HON--DON'T OPEN THAT--

--DON'T TOUCH THE--

--MA'AM--!

DARLIN' YOU DON'T WANNA MESS UP THEM PRETTY LI'L NAILS!

WHY DON'T Y'ALL LEAVE ALL THAT COMPLICATED MECHANICAL WORK...

...TO THE PROS...?

WHY, LOOKATHERE. RECKON I MUSTA JIGGERED THE RIGHT DOODAD AFTER ALL.

WE'LL BE BACK IN AN HOUR.

NICELY PLAYED.

HOW ARE YOUR NAILS, "DARLIN'"?

WHO CARES?

LET'S FIND SOME LUNCH AT THE SHIPYARD. I'M BUYIN'.

YOU DO COME IN HANDY...

SHE'S TRYING HARD NOT TO FLIRT.

AND FAILING MISERABLY.

HER NAME IS ROGUE... A FORMER X-MAN WHO RECENTLY LEFT THE TEAM TO ESTABLISH HER OWN LIFE...

...ONLY TO HAVE IT INVADED...

...BY HIM.

SHE ONCE KNEW HIM AS MAGNETO... BEFORE HE CROSSED HER PATH DE-AGED AND AMNESIAC.*

RENAMED "JOSEPH," HE REMEMBERS NOTHING OF HIS FORMER LIFE AS ONE OF THE MOST DANGEROUS CRIMINALS IN RECORDED HISTORY.

SHE'D LIKE TO KEEP IT THAT WAY.

* X-MEN UNLIMITED #11.

SHE SEES A SPECIAL SOMETHING IN THIS MAN... A CHARM SHE'S KNOWN IN ONLY ONE OTHER. HENCE THE ROAD TRIP.

SHE'S TAKING HIM TO THE X-MEN IN HOPES OF HIDING HIM... KEEPING HIM FROM THAT PAST.

IT'S A DANGEROUS GAME. AFTER ALL, MAGNETO STILL BUBBLES SOMEWHERE INSIDE HIM. SHE KNOWS SHE'S HANDLING A LIVE GRENADE...

...AND IF HE LEARNS TOO MUCH ABOUT THE PAST TOO QUICKLY...

...WELL, THAT JUST MAY PULL THE PIN. SHE'S GOT TO KEEP A GUARD UP... WHICH IS WHY THEY'VE BEEN TRAVELLING BY CAR.

INCOGNITO.

THE OBJECTIVE...

...IS TO KEEP A LOW PROFILE.

THERE HE IS! YOUNGER SOMEHOW...

...BUT I'D KNOW HIM ANYWHERE!

EASY, PIETRO! THERE MAY BE INNOCENTS AROUND, IN DANGER...

...SO WATCH OUT!

PIETRO!

TELL HIM THAT!

FIAT!

HE'LL HAVE *NO MORE* INNOCENTS UNDER HIS THRALL! I SWEAR THIS WITH ALL MY--

QUICK-SILVER?

ROGUE?

ROGUE?

YOU *MONSTER!* YOU *DARE* CLAIM *ANOTHER* ONE?!

REMY...?

PIETRO, *CALM* YOURSELF! HE'S *DOWN!*

DOWN, YES...

...BUT

NOT

OUT!

PERHAPS A CHOKING *VORTEX*--

LEAVE HIM ALONE! Y'ALL DON'T KNOW WHAT Y'R MESSIN' WITH--!

ENOUGH, PIETRO.

WHAT, THEN, ARE WE MISSING, ROGUE?

IS THIS NOT ERIK MAGNUS LENSHERR--

--SELF-PROCLAIMED RIGHTFUL RULER OF THE MUTANT RACE--

YOU DON'T UNDERSTAND! Y'R PLAYIN' WITH FIRE!

DON'T SAY ANY-THING!

--AND IN THE EYES OF MANY THE WORLD OVER--

--THE MOST RUTHLESS, MOST SADISTIC, MOST HEINOUS--

WHAM

ROGUE?

ODIN'S BLOOD! WHAT MADNESS HAS SEIZED HER?

SHUT

UP!!

MY QUESTION EXACTLY...

...THOUGH I T'INK WE GOT A SILVER-HAIRED CLUE!

FOLLOW HER!

Huh. HE'S DEFINITELY YOUNGER THAN I FIGURED HIM TO BE.

LOT OF THAT GOING AROUND...

TRUE ENOUGH. THE TEEN INSIDE THE IRON MAN ARMOR IS RELATIVELY INEXPERIENCED...

...AND, LIKE THE REST OF THE AVENGERS, KEENLY AWARE OF THE INCALCULABLE MIGHT MAGNETO COMMANDS.

AND THOUGH, INSTINCTIVELY, HE REACHES FORTH TO LIFT THE DAZED FIGURE TO HIS FEET...

...HIS HESITANCY BETRAYS A PARANOIA...

...EVEN STRONGER IN OTHERS.

IRON MAN, LOOK OUT!

AT THE SHOUT, THE PALMS OF HELPING HANDS IRIS OPEN... REPULSOR RAYS SPARK INTO READINESS.

THE IMPLIED THREAT...

KHOOM!

...IS ACKNOWLEDGED.

AND SOMETHING INSIDE WANDA STIRS...

...COLDLY.

MEANWHILE, GAMBIT TRIES TO MAKE SENSE OF THE SENSELESS.

ONCE UPON A TIME, HE TRUSTED ROGUE MORE THAN HE'D EVER TRUSTED ANYONE. AT THIS MOMENT, AND FOR MORE THAN ONE REASON...

...HE CAN'T IMAGINE WHY THAT WAS.

I'M WARNIN' Y'ALL! HE COULD EXPLODE! Y' DON'T UNDERSTAND TH' DAMAGE Y'ALL COULD BE DOIN' JUST BY BEIN' HERE!

IT'S DAMAGE WE'VE COME TO CONTAIN.

I WONDER... HOW MANY OTHER MINDS IS MAGNETO CONTROLLING, ROGUE? YOURS, PERHAPS?

PUZZLED BY THE QUESTION, SHE ALLOWS THOR TO MOVE PERILOUSLY CLOSE--

--BUT WITH A BLOW THAT COULD SHATTER DIAMONDS--

WHAT ARE Y'ALL TALKIN' ABOUT? HE AIN'T CONTROLLIN' ANYTHING!

THWAM!

--SHE MAKES HIM BLINK.

A BLOW WORTHY OF A FROST GIANT! I AM IMPRESSED!

Y' THINK? THEN BE READY, 'CAUSE I'M ABOUT T' GET DOWNRIGHT AMAZIN' ON YOUR BIG NORSE--

?

FCHOW! FCHOW! FCHOW!

STOP!

OKAY, CHERE-- YOU TELLIN' DE TRUTH! I'LL GAMBLE ON DAT! BUT YOU GOTTA TELL US--

--WHAT'S GOIN' ON WIT' MAGNETO?

TOO MUCH.

ALL AT ONCE.

WITH ONE HAND, HE REPELS THE IRON IN QUICKSILVER'S BLOOD, FLINGING HIM MILES.

WITH THE OTHER, HE CREATES A FIELD AROUND CAPTAIN AMERICA'S SHIELD, TURNING IT INTO AN INVULNERABLE BLUDGEON.

AND WITH BOTH HANDS, THE SCARLET WITCH CONJURES A HEX AND ACTS--

--TOO LATE.

THE MEMORY-- AND THE FEAR-- WRAP AROUND HER EVEN FASTER THAN ANY COCOON.

THE TERROR OF REMEMBRANCE KNIFES THROUGH HER.

SHE HAS SUFFERED ABUSE AT HIS HANDS SO MANY--

NO.

NOT HER.

ANOTHER WANDA. ONE YOUNGER... FRAGILE AND VULNERABLE.

ONE WHO HAD NOT YET FOUND THE STRENGTH TO FACE HER FEARS...

...AND FIGHT...

...TO BREAK FREE OF THEM.

GHUH!

I... I'M SORRY. I DIDN'T MEAN TO...

ARE YOU ALL RIGHT?

YOUR VOICE... YOUR MANNER...

...YOU'RE... NOT HIM...

...SO LIKE I WAS SAYIN', HE AIN'T TH' MAGNETO Y'ALL KNOW... AND I'M TRYIN' T' KEEP HIM THAT WAY! Y'SEE?

DESPITE WHAT HE MIGHTA DONE IN TH' PAST--

"--HE'S NOT A MONSTER!"

SHE CAN SEE THAT NOW.

THERE IS A MERCY IN HIS EYES THAT CUTS THROUGH HER SUSPICIONS. THIS IS NOT THE MAGNETO SHE FEARED.

UNFORTUNATELY...

...HER BROTHER DOESN'T KNOW THAT.

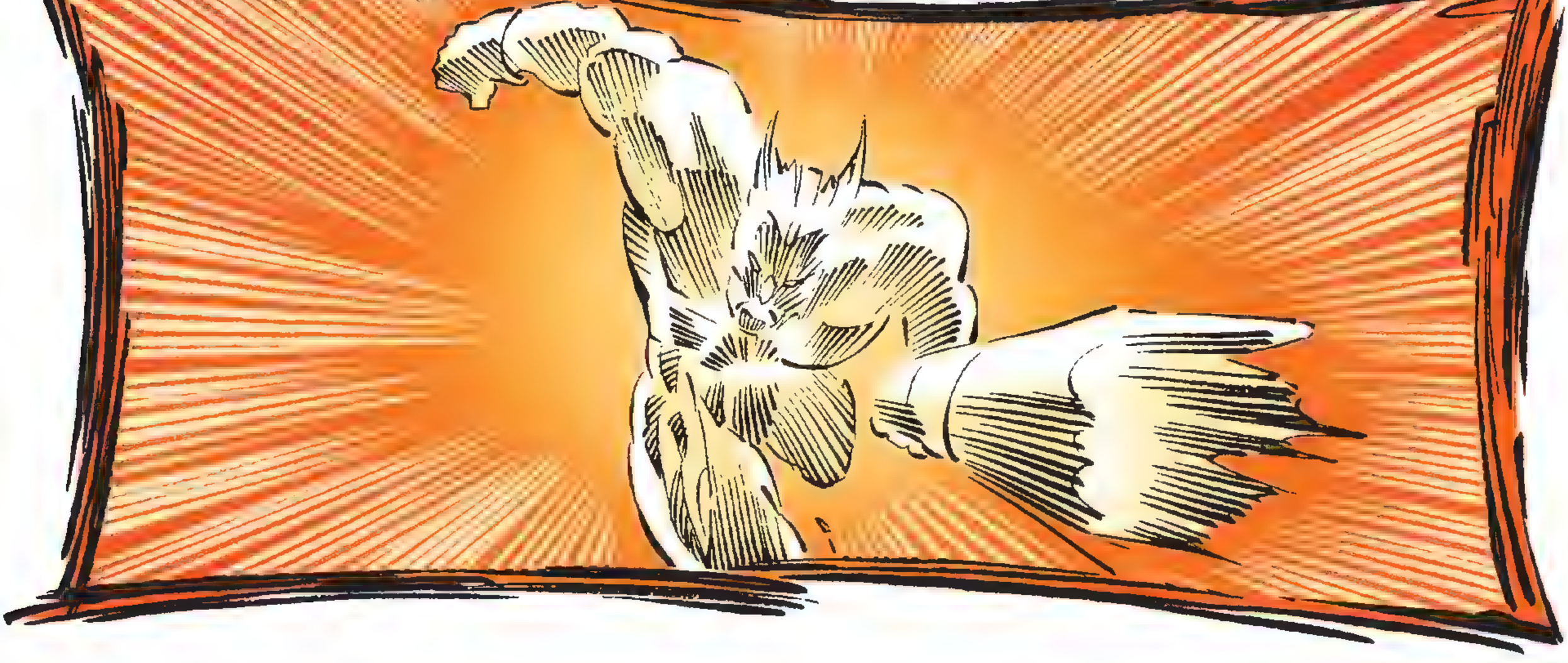
SHE DOESN'T HAVE TO DO ANYTHING.

SHE CAN LET HER BROTHER PROTECT HER...

...AS HE ALWAYS HAS...

...AND TAKE AWAY HER FEARS...

...AS HE ALWAYS WILL.



KRASH

KOFF!

THE PIER... SHATTERED?

BUT THAT'S IMPOSSIBLE!

NO...

...MERELY IMPROBABLE.

AND THAT'S MY SPECIALTY.

WANDA STAY BACK! I WILL--

NO, PIETRO. YOU WILL NOT.

I AM IN CONTROL HERE.

FOR ONCE AND FOR ALL, PIETRO... I AM NO LONGER THE FRIGHTENED GIRL WHO NEEDS HER IMPETUOUS BROTHER TO RESCUE HER.

...NOR IS HE THE TYRANT UNDER WHOM WE HAVE BOTH SUFFERED.

PERHAPS TODAY... WE CAN BOTH PUT THE PAST BEHIND US.

...AND THAT'S THE STORY. THE X-MEN TRIED TO CONTAIN PROFESSOR XAVIER... AND COULD NOT.

AND YOU THOUGHT MAGNETO--JOSEPH --HAD SOMETHING TO DO WITH IT?

WE THINK HE MAY HAVE HAD EVERYTHING TO DO WITH IT, BUT WE CAN'T BE SURE TO WHAT EXTENT TILL WE GET HIM BACK TO NEW YORK...

I STILL DON'T COMPREHEND MUCH OF WHAT'S GOING ON...

...BUT IF I CAN BE OF ANY HELP...

...IT DOES SEEM I HAVE SOME RESPONSIBILITY IN ALL THIS.

MY APOLOGIES FOR OVER-REACTING, IRON MAN.

Eh. QUICKSILVER. WHADDAYA GONNA DO, huh?

THEN YOU OKAY, CHERE? STILL YOUR OWN WOMAN?

ALWAYS HAVE BEEN, REMY. BUT THEN, YOU KNOW THAT.

YEAH. I DO.

THEN LET US GO. WE HAVE A WORLD TO SAVE...

"...TOGETHER."

FOR MORE ON GIANT-MAN'S TEAM, SEE FANTASTIC FOUR #415--

--THEN FOLLOW THE ASSEMBLED AVENGERS INTO THE PAGES OF X-MEN #55!

X-Men Unlimited #11 pinup by Rick Leonardi & Dan Green

MARVEL COMICS

THE WORLD'S GREATEST COMIC MAGAZINE!

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Fantastic Four®

Mark Waid
Brandon Peterson

HEROES REBORN

PHASE 1

AUG. '96

4

415

Sol THE FABULOUS FANTASTIC FOUR FACE THE UNSTOPPABLE MENACE OF ONSLAUGHT!

AN ENEMY AMONG US!

A STAN LEE PRESENTATION

WRITTEN BY TOM DEFALCO

PENCILED BY CARLOS PACHECO

INKED BY BOB WIACEK

LETTERING BY ANNAS STEPHENS & COMICRAFT

COLORS BY ANNIE LEMINCEL

EDITED BY SUZANNE GAFFNEY

OVERSEEN BY BOB HARRAS

45 SUDDEN BURSTS OF LAUGHTER MINGLE WITH GASPS OF AMAZEMENT IN THIS TINY BAVARIAN VILLAGE, AS THE SCENTS OF FRESHLY MADE PRETZELS AND ROASTING SAUSAGES WRESTLE IN THE AIR.

ENJOYING THE CIRCUS, FRANKLIN?

THIS PLACE IS SOOO VERY COOOL!

WHERE ARE WE, CHARLIE? HOW'D WE GET HERE?!

YOU DID IT, FRANKLIN! YOU BROUGHT US HERE.

YOU SAW THESE IMAGES WITHIN MY MIND... AND MADE THEM REAL.

BUT HOW CAN I -- ARGNN-- MY HEAD!

I-IT *HURTS!* A LOT!

TRY TO BE *STRONG,* FRANKLIN.

I KNOW THE STRAIN OF HOLDING SUCH A DETAILED ILLUSION IS *TERRIBLE* --

-- BUT I CAN HELP YOU *BEAT* THE PAIN.

ALL YOU HAVE TO DO IS *CONCENTRATE,* AND FOCUS YOUR THOUGHTS ON THE *PICTURES* WHICH YOU SEE INSIDE *MY* HEAD.

THERE! I KNEW YOU COULD DO IT!

B-BUT MY BRAIN STILL FEELS LIKE IT'S ON *FIRE.*

SOMETIMES YOU HAVE TO DO THINGS THAT *HURT...*

... ESPECIALLY IF YOU WANT TO LEARN HOW TO *PROTECT* YOUR FAMILY.

THIS ISN'T *RIGHT,* CHARLES! NOR IS IT LIKE *YOU...* BUT IT IS LIKE THE *OTHER* ONE.

THE CHILD IS AN *INNOCENT* --

-- AND HE SHOULD *NOT* BE DRAWN INTO YOUR GRASPING WEB.

I PRAY THAT SOME SHRED OF *YOUR* FORMER DECENCY REMAINS, AND THAT YOU WILL SET HIM FREE.

WHO IS THIS LADY, CHARLIE?

IS SHE YOUR MOMMA?!

HER NAME IS MAGDA. SHE IS SOMEONE WE... I ONCE KNEW...

LONG, LONG AGO!

REARRANGEMABLE

HEYYY!

SOMETHING'S --

-- HAPPENING!

THE CIRCUS... THE VILLAGE... GONE.

WE'VE RETURNED TO YOUR BEDROOM IN *FOUR FREEDOMS PLAZA!*

THAT'S OKAY!

I RECOGNIZE THAT *SOUND!*

IT'S MY PARENTS' *SHIP!*

THEY'RE *BACK!* THEY'RE *HOME!*

C'MON! I WANNA SEE 'EM!

NO... YOU GO AHEAD.

I'LL MEET UP WITH YOU SOON.

BUT *REMEMBER* -- YOU CANNOT TELL *ANYONE* WHERE WE'VE BEEN OR WHAT WE'VE DONE.

NOT EVEN YOUR PARENTS.

YOU -- AND *THEY* -- WOULD BE IN GREAT *DANGER* IF CERTAIN PEOPLE KNEW ABOUT OUR SPECIAL POWERS.

DON'T WORRY, CHARLIE! YOU CAN TRUST ME!

FOR THE MEREST INSTANT, A COLD UNEASINESS FILLS THE ONE CALLED CHARLES AS HE RECALLS MAGDA'S WORDS.

WORDS HE, HIMSELF, MIGHT HAVE UTTERED AT ANOTHER TIME.

ANOTHER PLACE.

BUT THE TIME IS NOW!

AND HIS COURSE IS SET!

INNOCENCE AND DECENCY NO LONGER HAVE A PLACE IN HIS HEART --

-- OR SOUL!

MOMENTS LATER, IN THE FANTASTIC FOUR'S SPACE/TIME LAB...

THE SHUTTLE'S FINALLY LOCKED BACK INTA PLACE, STRETCH!

THIS CRATE MAY BE FINE FOR CRUISIN' THROUGH SUB-SPACE, BUT IT SURE MAKES A HECKUVA *RACKET!*

I CAN ALWAYS DESIGN A MORE EFFICIENT NOISE-DAMPENING SYSTEM, BEN --

-- BUT THAT WILL HAVE TO WAIT UNTIL I GIVE A BIG *HUG* TO MY *FAVORITEST* LITTLE MAN IN THE WHOLE UNIVERSE!

HEY, DAD! YOU MISS ME?

ALWAYS!

THOUGH HE HAS CROSSED GALAXIES AND VIEWED WONDERS FAR BEYOND THE KEN OF MOST MORTAL MEN, REED RICHARDS KNOWS NO GREATER THRILL THAN THE LOVING EMBRACE OF HIS YOUNG SON...

I'M *STARVIN'*, LANG! I HOPE YA'VE BEEN TA A FOOD STORE WHILE THE REST'A US WERE OUT JOYRIDIN'!

I CALLED YOUR FAVORITE PIZZA PARLOR AS SOON AS I HEARD THE SHUTTLE.

YA ORDERED A SUPER DELUXE?!

WITH EXTRA PEPPERONI AND ANCHOVIES!

-AHEM- I TRUST YOU HAVE NO PROBLEMS TO REPORT?

NONE AT ALL.

FRANKLIN, DID YOU DO ANYTHING SPECIAL WHILE MOMMY AND DADDY WERE AWAY?

Uh...

... NOPE.

NOT REALLY.

JOHNNY --?

HER NAME IS LYJA.

SHE'S A SKRULL --

-- AN ALIEN SHAPE-SHIFTER WHO WAS ONCE MARRIED TO THE HUMAN TORCH.

YOU AND I SHOULD TALK.

IN PRIVATE.

YEAH! YOU GOT *THAT* RIGHT!

EVEN AS JOHNNY STORM AND LYJA QUIETLY SLIP AWAY, THE OILY VOICE OF NATHANIEL RICHARDS IGNITES THE AIR...

LET'S HAVE A PARTY!

WE SHOULD CELEBRATE OUR VICTORY OVER *HYPERSTORM.*

OUR VICTORY--?!

YOU NEVER WOULD HAVE BEATEN HIM WITHOUT THE INFORMATION WHICH I SO GRACIOUSLY SUPPLIED.

WHY YA MISERABLE TWO-FACED --!

PUT HIM *DOWN,* BEN.

EXCUSE ME, Dr. RICHARDS...

WHAT IS IT, ROBERTA?

YOU HAVE A *VISITOR* IN THE RECEPTION AREA.

PROFESSOR CHARLES XAVIER.

AND I AM ALSO ROUTING A PRIORITY TRANSMISSION TO THE COMMUNICATION CENTER...

...FROM THE *AVENGERS.*

PROFESSOR X AND *THE AVENGERS?!*

YOU HANDLE XAVIER, REED.

I'LL FIELD THE CALL, AND ALERT YOU IF IT'S IMPORTANT.

HEY, LANG! MENTION MY NAME IF THEM ASSEMBLERS ARE HAVIN' ANOTHER RECRUITIN' DRIVE!

I HEAR THEY AIN'T SO CHOOSY ABOUT *WHO* THEY CLOBBER!

Mutation: This Kind of Magic

By Dr. Henry McCoy

WHERE'S Dr. RICHARDS?

WE HAVE REASON TO BELIEVE HIS SON, FRANKLIN, IS IN GRAVE DANGER.

AN ENTITY KNOWN AS ONSLAUGHT HAS ALREADY CORRUPTED CHARLES XAVIER AND --

YOU'VE HEARD QUITE ENOUGH, Mr. LANG.

TIME TO CLOSE YOUR EYES --

-- AND GO TO SLEEP!

HE'S IN CONFERENCE, *BLACK WIDOW*. CAN I HELP?

SOMETHING'S NOT RIGHT. I DON'T LIKE IT...

...HE BROKE THE TRANSMISSION WHILE YOU WERE STILL TALKING!

I DOUBT HE DID IT ON *PURPOSE*, BISHOP.

HOWEVER -- THAT'S WEIRD...

I CAN'T SEEM TO REESTABLISH COMMUNICATIONS!

IT MAY ONLY BE A TECHNICAL MALFUNCTION, BUT --

NO NEED TO FINISH, WIDOW.

WE CAN ALL GUESS WHAT'S HAPPENED!

UNAWARE OF WHAT JUST TRANSPIRED --

-- THE FF REACT TO A STUNNING PROPOSAL.

Y-YA *CAN'T* BE SERIOUS!

DID I HEAR YOU CORRECTLY, PROFESSOR?

YOU WANT US TO GIVE YOU *CUSTODY* OF FRANKLIN?!

RELATIONS BETWEEN HUMANS AND MUTANTS HAVE REACHED A MOST *CRITICAL JUNCTURE*, REED.

IT'S A NECESSARY *PRECAUTION* FOR THE CHILD'S OWN GOOD.

AT THE XAVIER INSTITUTE, HE'LL LEARN TO *CONTROL* AND *HONE* HIS MUTANT POWERS --

-- AND, MOST IMPORTANT, HE'LL BE *SAFE.*

SAFER THAN *HERE* -- WITH HIS FAMILY?!

I'M SORRY, PROFESSOR. I CAN'T ACCEPT THAT.

BESIDES, OUR SECURITY IS SECOND TO NONE!

I'M SURE YOU MEAN WELL, BUT WE'LL PASS ON YOUR OFFER.

NO ONE'S TAKING MY BABY FROM ME!

I CERTAINLY UNDERSTAND AND EMPATHIZE WITH YOUR RESPONSE, Mrs. RICHARDS...

... BUT YOU MUST CONSIDER WHAT'S *BEST* FOR THE CHILD.

YOU'RE BORDERING ON *IMPERTINENCE*, SIR. WE DON'T NEED AN OUTSIDER TO TELL US HOW TO RAISE THE BOY.

FRANKLIN BELONGS WITH *US*, AND WE'RE QUITE CAPABLE OF ATTENDING TO HIS SPECIAL REQUIREMENTS WITHOUT *YOUR* HELP.

EVEN AS THE DEBATE CONTINUES --

-- THE TORCH AND LYJA PREPARE TO EMBARK ON AN EMOTIONALLY CHARGED DISCOURSE OF THEIR OWN.

THIS *TALK* YOU WANTED...

... DOES IT CONCERN THE *OTHER* WOMAN I'VE BEEN SEEING...

... LAURA GREEN?

Uh...

... ACTUALLY...

... YES!

WHY DID JOHNNY MENTION LAURA? DOES HE SUSPECT THE TRUTH?

I'VE GOT TO GATHER MY COURAGE, AND TRY TO CALM DOWN.

IT DOESN'T MATTER WHAT HE'S SURMISED, I CAME HERE TO CONFESS THAT LAURA ISN'T *REAL.*

SHE'S ONLY A *GUISE* I ASSUMED TO BE NEAR HIM.

BUT THINGS GOT WAY OUT OF CONTROL --!

YOU GOT SOMETHING TO *SAY,* LADY?

SPILL IT!

YOU'RE *NOT* MAKING THIS EASY.

WHY SHOULD I?

YOU'VE BEEN PLAYING ME FOR A *CHUMP* EVER SINCE WE FIRST -- *HEY!*

LOOKS LIKE WE'VE GOT COMPANY. SOMEBODY'S TRYING TO SNEAK PAST OUR SECURITY BY *TELEPORTING* INTO THE HANGAR!

IT'S *LOCKJAW,* AND -- *WHOA!*

SOMETHING *BIG* MUST BE UP -- *REAL BIG* -- IF *X-GUYS* LIKE *ICEMAN* AND *BISHOP* ARE SUDDENLY HANGIN' WITH *AVENGERS* LIKE *CRYSTAL* AND *HAWKEYE!*

YOU GOT *THAT* RIGHT, TORCHIE OL' PAL.

WE COULD BE TALKING *END-OF-THE-WORLD*-TYPE BIG!

AND, AT THAT EXACT INSTANT...

SINCE *REASON* CANNOT CONVINCE YOU TO RELINQUISH THE CHILD...

...I WILL DISPENSE WITH *SUBTLETY!*

GET A LOAD'A OL' BALDY! HE'S SUDDENLY *GLOWIN'* LIKE THE FOURTH'A JULY!

LOOK SHARP, TEAM! THIS MAY NOT BE THE XAVIER WE KNOW!

YOU ARE CORRECT, Dr. RICHARDS.

CHARLES XAVIER IS MERELY MY *VESSEL.*

I TAKE WHAT I DESIRE --

-- AND WHAT I DESIRE IS THE *MUTANT CHILD!*

FOR I AM **ONSLAUGHT!**

ASIDE FROM THE DIFFERENCES IN NAME AND APPEARANCE, YOU'LL ALSO NOTE THAT I DIVERGE IN ANOTHER CRUCIAL FASHION...

KAPOW OOM

TRUST ME, PEOPLE...

...I REALLY DOUBT THIS ONSLAUGHT CHARACTER WOULD DARE INVADE FF HEADQUARTERS.

YOU WOULDN'T BE SO CONFIDENT --

-- IF YOU HAD EXPERIENCED HIS POWER!

I DON'T *KNOW* YOU VERY WELL, BISHOP. I'M SURE ONSLAUGHT'S TOUGH... BY *X-MEN* STANDARDS... BUT WE'VE TAKEN ON THE LIKES OF *DOC DOOM* AND *GALACTUS!*

JOHNNY...

REED?!

WHA-*WHAT HAPPENED?!*

X-XAVIER MORPHED INTO ANOTHER BEING!

WE BARELY SURVIVED HIS INITIAL PSI-BLAST!

JOHNNY -- IT'S BAD.

HE WANTS FRANKLIN!

HANG *TOUGH*, PARTNER!

I WON'T LET *ANYTHING* HARM MY NEPHEW.

WHERE IS FRANKLIN? HOW DO WE KNOW HE AIN'T BEEN SNATCHED ALREADY?!

ANYBODY SEEN 'IM --

-- OR THE TRUCK THAT HIT ME?!

ROBERTA! I NEED YOU TO PINPOINT *FRANKLIN* AND THE GUEST ORIGINALLY IDENTIFIED AS *PROFESSOR XAVIER!*

ROBERTA?!

IT'S NO USE. ONSLAUGHT MUST HAVE ALREADY TAKEN OUR INTERNAL COMMUNI-LINKS OFF-LINE.

HEY! WHERE'S LANG?

THAT'S *THREE* WE NEED TO FIND!

WE'LL COVER MORE GROUND IF WE BREAK INTO TEAMS.

AGREED!

BARELY FIFTEEN SECONDS LATER --

-- THE FIRST SUCH TEAM BLAZES TOWARD THE FF'S COMMUNICATIONS CENTER!

WHOA! WHAT A MESS! WE FOUND SCOTT --

CRYSTAL! NATHAN! FOLLOW ME!

-- BUT IT LOOKS LIKE ONSLAUGHT TOOK A BAZOOKA TO OUR COMMUNICATIONS EQUIPMENT!

LOOK!

MY FLAMES ARE SILHOUETTING A FIGURE STANDING IN THE CORNER!

HE'S GOTTA BE *ONSLAUGHT!*

HOW IS HE, CRYS?

UNCONSCIOUS... BUT *ALIVE!*

AND YOU NEEDN'T WORRY ABOUT CALLING IN FOR BACK-UP!

I ALREADY DISPATCHED *LOCKJAW* TO --

SHHH!

DON'T SAY TOO MUCH! WE MAY NOT BE ALONE!

INCREASING HIS TEMPERATURE, THE HUMAN TORCH SUDDENLY FLOODS THE ROOM WITH WAVES OF FLASHING HEAT, AND THEN --!

YAHOO! FIGHTING SIDE-BY-SIDE WITH YOU BRINGS BACK THE OLD DAYS... WHEN YOU AND I WERE AN ITEM.

THINGS WERE SIMPLER THEN. YOU DIDN'T NEED A SCORECARD TO TELL THE BAD GUYS FROM THE GOOD, AND YOU KNEW WHO YOU COULD TRUST.

SWAK

YOU SHOULD HAVE HEEDED YOUR COMPANION'S ADVICE, YOUNG MAN.

THIS JOKER MAY BE A *CHALLENGE* FOR THE X-GUYS, BUT HE'S STRICTLY *AMATEUR NIGHT* TO THE FANTASTIC FOUR!

WITH A CASUAL THOUGHT, I CAN INSTANTLY SEIZE CONTROL OF HER *ELEMENTAL POWERS* --

-- AND EXTINGUISH YOUR FLAME AS I SEND YOU CRASHING INTO THE CEILING!

WHAT'S GOTTEN INTO *YOU*, JOHNNY STORM? YOU'RE ACTING LIKE AN OVERCONFIDENT *HOTHEAD!*

BE CAREFUL! YOU MUSTN'T UNDERESTIMATE ONSLAUGHT'S POWER!

DON'T SWEAT IT, CRYS! I'LL REMIND YOU OF THOSE WORDS WHEN WE'RE LAUGHING ABOUT THIS LATER.

AND NOW, CRYSTAL...

... DEAR, SWEET CRYSTAL...

... WHATEVER SHALL I DO WITH YOU?

WHILE I AM LOATHE TO INJURE YOU --

-- I CANNOT PERMIT YOU TO INTERFERE WITH MY PLANS!

THUS I SHALL CAUSE YOU TO *BELIEVE* THAT YOU'VE BEEN TRANSPORTED INTO A TRACKLESS *VOID!*

INTERESTING! YOU APPARENTLY HAVE HIGHLY DEVELOPED *TELEPATHIC* AS WELL AS *TELEKINETIC* SKILLS!

A PITY THEY DIDN'T WARN YOU ABOUT MY PRESENCE.

WHILE I'M HARDLY A WARRIOR LIKE *JOHNNY* OR *CRYSTAL*, MY ARMOR WAS DESIGNED TO SIPHON MY GRANDSON'S *PSIONIC ENERGIES* --

-- AND IT *SHOULD* WORK JUST AS WELL AGAINST --

YAARGH!

SHOULD...

...AND, PERHAPS, WOULD...

...IF YOU HAD SUFFICIENT TIME, OLD MAN!

BUT TIME IS A *LUXURY* WHICH YOU MUST BE *DENIED!*

FAREWELL, MY FRIENDS!

I MUST NOW RENEW MY SEARCH FOR THE CHILD!

SPRAWLED IN FRONT OF A LARGE-SCREEN TELEVISION IN THE FF'S MEDIA ROOM --

-- THE YOUNG RICHARDS BOY IS SEEMINGLY OBLIVIOUS --

-- TO EVERYTHING EXCEPT HIS FAVORITE VIDEO!

SAVE YOUR ARROWS, HAWKEYE! I'LL TACKLE HIM!

YOU MAKE A MOST APPETIZING *BAIT*...

... BUT YOU COULDN'T HAVE HOPED TO FOOL *ME!*

Uh-Oh!

THE YOUNG BOY'S FEATURES BEGIN TO WAVER --

-- AND ARE SOON REPLACED BY THOSE OF A BEAUTIFUL SKRULL!

BEN! HAWKEYE! HE'S HERE --!

PWOK

=AURRK=

BUT I CAN EASILY RESORT TO PURE BRAWN!

YOUR ALIEN THOUGHT PATTERNS MAKE IT DIFFICULT FOR ME TO DOMINATE YOUR MIND, WOMAN!

YA GOT A LOT TA ANSWER FER, MISTER!

ASIDE FROM EVERYTHIN' ELSE, MY SUPER DELUXE IS GROWIN' COLD 'CAUSE A YOU!

LYJA! GET OUT OF THE WAY!

YOU'RE BLOCKING MY SHOT!

YA BETTER PRAY LYJA'S *OKAY*, BUDDY BOY, OR THEY'LL NEED A *Q-TIP* TA MOP UP WHAT'S LEFT A' YA 'CAUSE --

-- IT'S CLOBBERIN' TIME!

AS POWERFUL AS YOU MAY BE, I CAN GEOMETRICALLY INCREASE MY OWN STRENGTH MERELY BY WILLING IT SO!

GOOD FER YOU!

I'LL TRY TA REMEMBER THAT LI'L FACT WHEN I TELL MY FRIENDLY NEIGHBORHOOD FAN CLUB HOW I FLATTENED YA!

I FOUGHT PLENTY 'A CLOWNS WHO CLAIMED TA BE *STRONGER*'N ME --

-- BUT NONE WERE EVER *TOUGHER!*

YA MIGHT AS WELL GIVE UP NOW --

-- BECAUSE I'M TOO BLASTED ORNERY TA *QUIT!*

KRAKOOM KRAKOOM KRAKOOM

STOP IT, BEN! *STOP IT!* HE'S MESSING WITH YOUR MIND!

YOU'RE ONLY WASTING YOURSELF AGAINST SOMEONE WHO ISN'T *REAL!*

SAVE YOUR BREATH, HAWKEYE! THE THING ONLY SEES WHAT I WISH HIM TO SEE --

-- AS WILL *YOU!*

AARGH!

4A FEW MINUTES LATER, IN ANOTHER ROOM...

DON'T *MOVE!*

BUT, Mrs. RICHARDS --

YOU HEARD ME, BISHOP. *STAND STILL!*

FRANKLIN MAY NOT *APPEAR* TO BE HERE, BUT WE CAN'T TRUST OUR *EYES* ANYMORE.

MY *INVISIBLE FORCE FIELD* IS PROBING THIS ROOM JUST IN CASE *ONSLAUGHT* IS TOYING WITH OUR PERCEPTIONS!

YOU CAN SAVE YOURSELF THE EFFORT, DEAR WOMAN.

I AM PRESENT, AND I WAS INDEED PLAYING WITH YOUR SENSES.

SADLY, HOWEVER, I HAVE YET TO ACQUIRE YOUR CHILD.

STEP *ASIDE*, Mrs. RICHARDS!

ONSLAUGHT IS *MY* RESPONSIBILITY!

WRONG! HE'S IN *MY* HEADQUARTERS, ATTACKING *MY* FAMILY AND THREATENING *MY* SON!

THAT MAKES HIM **MINE!**

HOW QUAINT!

YOU'RE ACTUALLY FIGHTING OVER ME!

JUST LIKE CHILDREN!

HE'S RIGHT! WE'VE GOT TO WORK TOGETHER!

HIT ME WITH YOUR STRONGEST *FORCE FIELD!* I CAN *ABSORB* AND *RECHANNEL* IT AGAINST HIM!

BUT, BISHOP... IT'S FAR MORE *POWERFUL* THAN YOU IMAGINE!

IT COULD *KILL* YOU!

WE DON'T HAVE MUCH CHOICE! IT MAY BE OUR ONLY HOPE! *DO IT!*

DO IT!

FWOOM

AYARRGH!

FOR THE SAKE OF HER CHILD, THE INVISIBLE WOMAN BATTERS HER COMRADE, AGAIN AND AGAIN, WITH EVER-INCREASING FORCE --

-- FORCE WHICH IS IMMEDIATELY CONVERTED INTO HIGH INTENSITY PLASMA BLASTS --

-- WHICH SOON SLAMS ONSLAUGHT TO HIS KNEES!

LOOK--!

HIS FORM. HE'S *CHANGING.*

HE SEEMS TO BE REVERTING BACK TO *PROFESSOR X!*

HOW CAN WE BE SURE? IT COULD BE ANOTHER MIND TRICK!

I-IT'S NO TRICK! I OWE YOU MY LIFE!

Y-YOUR ASSAULT -- COMBINED WITH MY EARLIER ENCOUNTER WITH YOUR FATHER-IN-LAW'S ENERGY-SAPPING ARMOR -- HAVE FINALLY MANAGED TO *DRIVE* ONSLAUGHT FROM MY SUBCONSCIOUS!

T-THE DANGER HAS PASSED...

BUT ONLY TEMPORARILY!

BISHOP, IF WE ARE TO SAVE THE BOY, YOU MUST GET ME TO *PHOENIX!*

ONLY SHE CAN ESTABLISH THE *PSIONIC PROTECTION* I'LL NEED TO SAFEGUARD AGAINST ONSLAUGHT'S RETURN!

PROFESSOR -- WHY DID ONSLAUGHT WANT THE BOY?

YOU MUST TELL US! *WHY* DOES HE NEED *FRANKLIN RICHARDS?*

C-COME CLOSER, BISHOP.

P-PLEASE HELP ME...

...YOU TRUSTING FOOL!

TOO LATE, THE TIME-LOST MUTANT REALIZES HIS ERROR!

HE ALLOWED HIS PAST LOYALTY TO XAVIER TO OVERWHELM HIS BATTLE-HARDENED INSTINCTS --

-- AND IT PROVED A MOST COSTLY MISTAKE!

FASCINATING! ONSLAUGHT HAS GONE TO CONSIDERABLE RISK TO OBTAIN THE RICHARDS BOY... BUT WHY NOW?

THOUGH THE CHILD IS DESTINED TO POSSESS VAST TELEPATHIC AND TELEKINETIC ABILITIES, AS WELL AS THE POWER TO REARRANGE THE MOLECULAR STRUCTURE OF MATTER --

-- HE IS *YEARS* FROM ACHIEVING HIS PSIONIC POTENTIAL.

WHY HAVE YOU BEEN DRAWN HERE, *UATU?* DOES ONSLAUGHT TRULY HAVE THE *MEANS* TO UNLEASH THE MUTANT CHILD'S LATENT POSSIBILITIES?

HAS HE ALSO THE PURPOSE FOR THESE TALENTS?

*POSED LIKE A GOD ON THE NEW JERSEY SHORE AND INVISIBLE TO THE MORTAL EYE, THE DREADED **APOCALYPSE** -- DEIGNS NOT TO GLANCE AT HIS SILENT COMPANION.*

*UATU IS A MEMBER OF A VASTLY POWERFUL EXTRATERRESTRIAL RACE WHOSE SOLE DUTY IS TO PASSIVELY **OBSERVE** THE PHENOMENA OF THE UNIVERSE.*

HIS MERE PRESENCE INDICATES THE APPROACH OF A CRITICAL JUNCTURE TO THE PLANET EARTH.

IT MUST BE VERY *DIFFICULT* FOR YOU, UATU. THOUGH YOU ACTUALLY *CARE* ABOUT THE FANTASTIC FOUR, YOUR SACRED NON-INTERFERENCE OATH PREVENTS YOU FROM AIDING THEM.

I, ON THE OTHER HAND, ONLY WISH TO SEE THE *STRONG* SURVIVE... AS THEY SHOULD.

PERHAPS THE DAY OF THE SUPER-HUMAN IS FINALLY *OVER...* AND WE MUST NOW WELCOME *THE AGE OF ONSLAUGHT!*

AGAIN, UATU CHOOSES NOT TO RESPOND.

HE MERELY CONTINUES TO WATCH.

MEANWHILE --

-- OBLIVIOUS TO THE VARIOUS BATTLES WHICH HAVE RAGED IN THE ROOMS BEYOND HIM --

-- FRANKLIN RICHARDS SAVORS ANOTHER MILK-DIPPED CHOCOLATE MACADAMIA NUT CRUNCH.

AH! THERE YOU ARE --! I'VE BEEN LOOKING ALL OVER FOR YOU.

I WAS HUNGRY. YOU WANT A COOKIE?

THEY'RE REAL GOOD.

I HAVE NO INTEREST IN COOKIES.

I ONLY WANT TO *PLAY.*

SOUNDS LIKE FUN, *CHARLIE.*

ANXIOUS TO JOIN HIS PLAYMATE, FRANKLIN DOESN'T REALIZE THAT "CHARLIE" IS NEITHER REAL... NOR A FRIEND...

BUT MERELY AN ILLUSION CREATED BY ONSLAUGHT!

COME CLOSER. I BROUGHT SOMETHING TO SHOW YOU.

NO!

SPWAK

A SINGLE WORD, AS SHARP AND SHRILL AS IT IS UNEXPECTED.

YET IT MORE THAN ENCAPSULATES A FATHER'S ALL-CONSUMING LOVE --

-- AND HIS UNFLAGGING DESPERATION TO SAVE HIS SON!

REED--!

YOUR SON -- IT'S LIKE HE CAN'T SEE OR *HEAR* US!

ONSLAUGHT MUST BE *MANIPULATING* HIS PERCEPTIONS, ICEMAN!

THE MONSTER'S PLAYING WITH FRANKLIN'S MIND, BUT I CAN'T -- I *WON'T* -- ALLOW IT TO CONTINUE!

BULKING HIS MALLEABLE BODY TO THING-LIKE PROPORTIONS, REED RICHARDS LASHES OUT AT THE ONE WHO WOULD STEAL HIS BELOVED CHILD.

BEFORE TODAY, BOBBY DRAKE ALWAYS THOUGHT OF HIS COMPANION AS A STUFFY SCIENTIST MORE SUITED TO MIXING CHEMICALS THAN BATTLING CRIMINALS.

NOW, AT LONG LAST, THE ICEMAN KNOWS WHY THIS MAN IS CALLED Mr. FANTASTIC!

TALK TO ME, ONSLAUGHT!

YOU'VE APPARENTLY CONSTRUCTED AN ELABORATE FANTASY TO WIN FRANKLIN'S COOPERATION, BUT *WHY? WHY?!*

DARK CLAW

AHALGAH OVERPOWER

SINCE *CHARLES XAVIER* POSSESSES ONE OF THE MOST POWERFUL *TELEPATHIC MINDS* ON THIS PLANET --

-- I'D GUESS YOU'RE INTERESTED IN MY SON'S UNDEVELOPED ABILITY TO RESTRUCTURE *MATTER!*

LEAVE HIM ALONE, FOR PITY'S SAKE! HE'S ONLY A *CHILD!*

GET *OUT* OF HIS MIND... BEFORE YOU CAUSE INCALCULABLE AND IRREVOCABLE *DAMAGE!*

THOUGH I DON'T PRETEND TO FATHOM YOUR REAL *GOAL* OR YOUR TRUE *POWER*, I'LL *DIE* BEFORE I'LL ALLOW YOU TO *EXPLOIT* MY SON!

I'LL **STOP** *YOU! I'LL FIND A WAY TO STOP YOU!*

GIVEN SUFFICIENT TIME, YOU *MIGHT...*

... BUT I CAN PREVENT *YOU* AND *ICEMAN* FROM INTERFERING --

-- WITH ONLY A CASUAL *THOUGHT!*

AT THAT VERY INSTANT, BACK IN THE FF'S MEDIA ROOM...

OH, MAN! ONSLAUGHT'S BEEN RIPPING THROUGH US LIKE A SERRATED KNIFE ON A FRESH STEAK!

LOOKS LIKE HE EVEN FLATTENED *BEN*, *HAWKEYE* AND --

-- LYJA!

LYJA!

-UNHHH-

THANK GOD YOU'RE OKAY!

CAN YOU EVER FORGIVE ME FOR THE WAY I'VE BEEN ACTING?

I'VE BEEN A TOTAL JERK!

P-PLEASE DON'T APOLOGIZE TO ME, JOHNNY.

THERE'S SOMETHING I SHOULD -- I *MUST* -- TELL YOU BEFORE ANOTHER MOMENT PASSES!

YOU MEAN THE FACT THAT YOU'RE *LAURA GREEN?*

H-HOW LONG HAVE YOU KNOWN?

I GUESS I'VE ALWAYS KNOWN... ON SOME LEVEL.

BUT I COULD NO LONGER IGNORE THE TRUTH AFTER LAURA -- I MEAN -- *YOU* RECENTLY KISSED ME GOODBYE. (4)

(4) AS SHOWN IN FF#414 -- Sentimental Suze.

NOBODY COULD EVER KISS LIKE *YOU*, PRETTY LADY.

W-WHERE DO WE GO FROM HERE?

WE'LL FIGURE THAT OUT LATER.

MUCH LATER!

HEY! I HATE TA PLAY *SPOILSPORT*, BUT WE STILL GOTTA FACE *ONSLAUGHT!*

YOU KIDS CAN GO BACK TA PLAYIN' KISSY-FACE AFTER WE'VE CLOBBERED THAT CREEP!

IF YER LUCKY, I MIGHT EVEN SHARE MY PIZZA WIT' YA!

MEANWHILE...

MAN! YOU GOT A GREAT COLLECTION OF TRADING CARDS.

WANT TO SEE MORE?

SURE.

GIVE ME YOUR HAND --

-- AND I'LL SHOW YOU A VERY SPECIAL PLACE.

N-NO, FRANKLIN.

P-PLEASE DON'T!

LET'S GO, FRANKLIN.

WE'RE GOING TO HAVE SOME REAL *FUN* NOW!

THAT'S FAR ENOUGH, MISTER. IF YOU DARE TOUCH MY SON --

-- *YOU'RE DEAD!*

HE PICKED US OFF ONE BY ONE, BUT IF WE ALL ATTACK *TOGETHER* --!

WE MAY DIE TOGETHER.

MAYBE, BUT WE'VE RUN OUT OF OPTIONS.

HIT HIM HARD!

WITH CONCENTRATED FURY, THE HEROES **STRIKE** --!

HAMMERED BY INVISIBLE JAVELINS, PLASMA BURSTS, ICE SPIKES, FLAMING SPEARS AND EXPLOSIVE ARROWS, **ONSLAUGHT** *STAGGERS.*

HIS DEFEAT SEEMS CERTAIN FOR ONE BRIEF INSTANT...

--BUT THEN...

IS ANYTHING *WRONG*, CHARLIE?

WHEN ARE WE *LEAVING?*

SOON, FRANKLIN...

... I JUST NEED A MOMENT --

-- TO CLEAN UP A FEW *LOOSE ENDS!*

BAM

THERE --! THAT SHOULD DO IT!

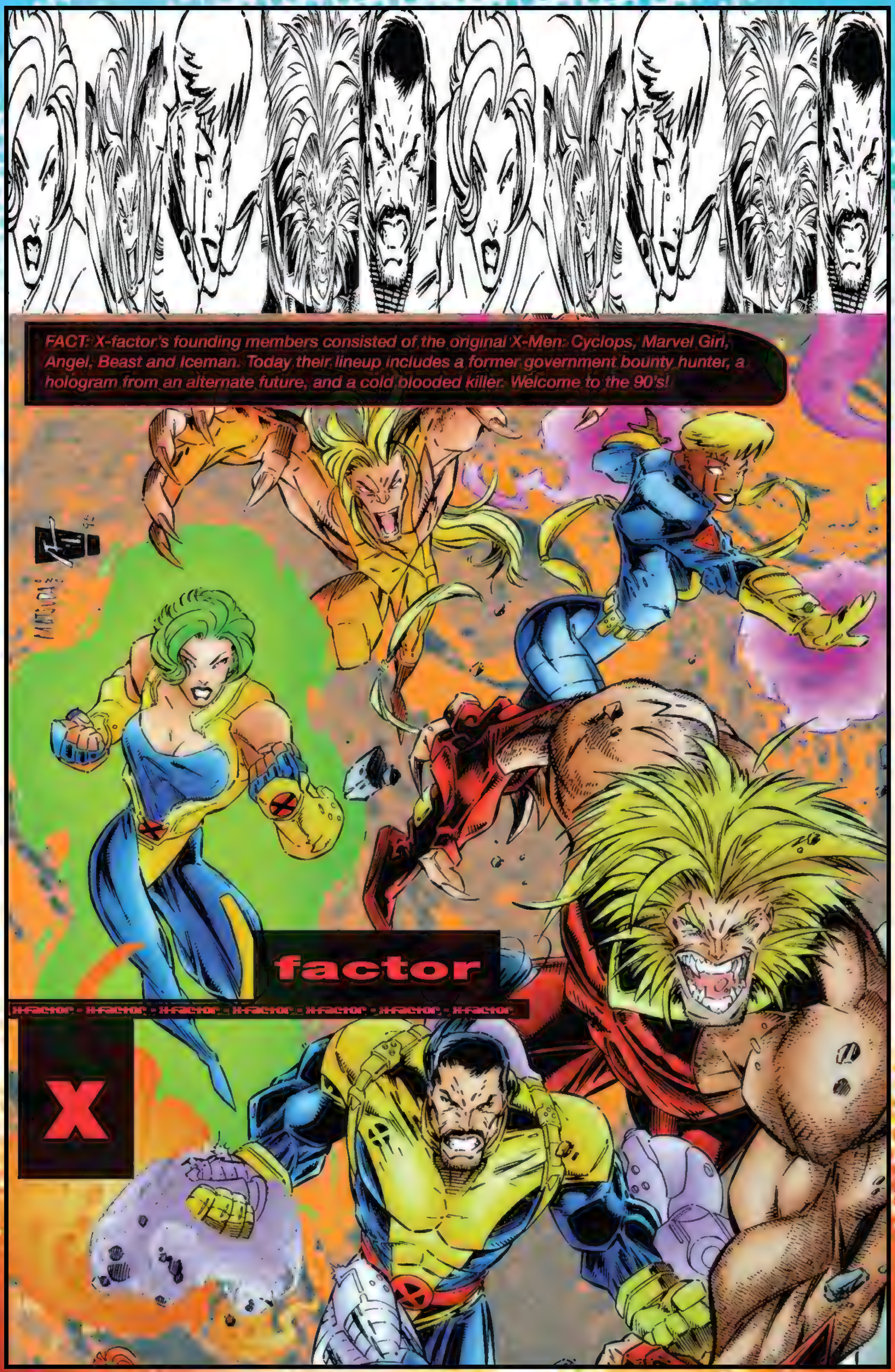
NOW, MY YOUNG FRANKLIN... YOU WILL GIVE ME A GIFT.

A GIFT *BEYOND* RECKONING...

To Be Continued...

IN X-MEN 55

X-Men Unlimited #11 pinup by Jeff Matsuda & Art Thibert



MARVEL COMICS

X-MEN

AUG '96 34

ONSLAUGHT PHASE 1

HULK SMASH!

ONSLAUGHT UNLEASHED!

UPDATE INSIDE!

APPROVED BY THE COMICS CODE AUTHORITY

CHURCHILL
Sienna

CASABLANCA, MOROCCO.

NEARLY A MILE BENEATH THE DESERT FLOOR, THE SOUND OF METAL WORKING STONE ECHOES IN NEAR DARKNESS...

...ALMOST DROWNING OUT A VOICE AS **EMPTY** AS THE CAVERNOUS SEPULCHRE.

FOR MILLENNIA HAS ◇ZYMANDIAS BEEN IMPRIS◇NED, *D◇◇MED* T◇ LIVE THIS ENDLESS LIFE...

... *C◇MPELLED* BY A DARK F◇RCE T◇ RECORD THE EVENTS ◇F THIS W◇RLD...

... AND T◇ DECIPHER H◇W THEY WILL LEAD T◇ AN *INEVITABLE T◇M◇RR◇W* WHERE ◇NLY THE STRONGEST SURVIVE.

L◇NG WAS *THIS* ◇NE'S BIRTH AWAITED...

... AND L◇NG HAS HE BEEN *WATCHED.*

F◇R WITH EACH STEP, HE WH◇ IS CALLED *THE CH◇SEN ◇NE* DRAWS EVER CL◇SER T◇ HIS DESTINY...

... T◇ FACE THE *CAPT◇R* ◇F ◇ZYMANDIAS... THE *ETERNAL ◇NE* --

APOCALYPSE!

THAT TIME -- WHEN THE WORLD STANDS AT THE END OF *THE AGE OF WONDERS* --

-- IS NEARLY *AT HAND.*

BUT BEFORE THE MAN CALLED *CABLE* CAN MEET HIS *ULTIMATE FATE*...

...HE MUST *SURVIVE* PERHAPS THE GREATEST TEST OF HIS *STRENGTH.*

THE ALL BUT OMNIPOTENT BEING KNOWN AS *ONSLAUGHT* FEARS CABLE'S ENORMOUS PSIONIC POWER...

...AND SO HAS POSSESSED THE BEING WITH THE SUPREME *PHYSICAL* POWER.

A FORCE OF DESTRUCTION *UNLEASHED* BY THE POWER OF THE ATOM...

... AND WHOSE *FRACTURED PSYCHE* MAKES HIM VIRTUALLY *IMPERVIOUS* TO EVEN CABLE'S TELEPATHY.

A *SHADOW* HAS FALLEN OVER ALL HUMANITY.

FOR AT THIS VERY MOMENT...

...WHATEVER HOPE THIS PLANET HAD...

...LIKE A CANDLE IN A GALE FORCE WIND...

... IT IS SOON TO BE *EXTINGUISHED.*

BOOM!

AND EVEN AS THE ANCIENT OZYMANDIAS CHISELS...

...THE HORRIBLE FATE HE DEPICTS UNFURLS...

BALTIMORE, MARYLAND.

NO.

HE IS NATHAN DAYSPRING SUMMERS.

NAMED "DAYSPRING" BECAUSE IN THE BLEAK FUTURE FROM WHICH HE CAME --

-- HE WAS THOUGHT TO BE A SIGN OF NEW HOPE.

BOOM!

BUT THOSE TIMES NEVER SEEMED *THIS* BLEAK...

...NOR THE SEARCH FOR HOPE SO *FUTILE.*

NOT HERE.

NOT *NOW.*

BARELY *SURVIVED* MY ENCOUNTER WITH *POST*⊗.

CAN'T SEEM TO KEEP MY TELEKINESIS *FOCUSED* ENOUGH TO STOP THE TECHNO-VIRUS FROM SPREADING THROUGH MY BODY.

AND NOW... *THIS?!*

IN OUR TIME, HE IS CALLED *CABLE.*

A HERO WHO WILL *FIGHT* UNTIL THE LAST MAN IS STANDING.

USUALLY, IT'S HIM, BUT TODAY...

LAST ISH -- GO ON, GET A COPY! -- Mark!

BOOM

ONE OF THE GOOD THINGS ABOUT BEING A TELEPATH --

-- IS THAT WHEN SOMEONE IS COMING FOR YOU, YOU'VE GOT A PRETTY GOOD IDEA *WHO* IT IS.

GOT *TWO*, MAYBE *THREE* SECONDS TO GET MY WEAPON POWERED UP BEFORE HE'S ON TOP OF ME!

BOOM

COME ON... *COME ON!*

HATE HAVING TO BE DEPENDENT ON *TECHNOLOGY!*

SOME SAY CABLE IS EITHER THE BIGGEST FOOL --

-- OR HAS THE BIGGEST HEART.

EITHER WAY, TODAY WILL TEST THAT METTLE --

BLAST--!

-- PERHAPS, FOR THE FINAL TIME.

PUNY MAN WITH PUNY GUN CANNOT STOP HULK!

HULK IS THE STRONGEST ONE THERE IS!

Dr. ROBERT BRUCE BANNER WAS CAUGHT IN THE HEART OF A GAMMA BOMB EXPLOSION --

-- AND ITS RADIATION TURNED HIM INTO THE RAMPAGING ENGINE OF DESTRUCTION KNOWN AS THE INCREDIBLE HULK!

ONSLAUGHT SENT *POST* AFTER ME.

COULD HE NOW CONTROL THE *HULK?!*

NEVER BEFORE HAVE THE *X-MEN* OR I FACED A FOE SO *CALCULATING...*

... WHO KNOWS OUR STRENGTHS AND WEAKNESSES SO *INTIMATELY.*

BISHOP HAS ALWAYS SPOKEN OF A *TRAITOR FROM WITHIN.*

IF WHAT I SUSPECT IS TRUE -- IF THAT TRAITOR IS WHO I *THINK* IT IS --

--THEN WE'RE ALL IN A WORLD OF TROUBLE.!

STAN LEE PRESENTS:

LOOSE CANNONS

JEPH LOEB Writer
IAN CHURCHILL Penciler
SCOTT HANNA Inker

RICHARD STARKINGS and **COMICRAFT:** Letters
MIKE THOMAS: Colors **MALIBU:** Enhancement
MARK POWERS: Editor **BOB HARRAS:** Editor in Chief

HULK SMASH!

LOOK, HULK, I DON'T WANT TO HURT YOU...

HAVE TO TAKE A CHANCE... LOWER MY GUN SO AS NOT TO *ANTAGONIZE* HIM.

AND I HAVE NO INTENTION OF HURTING *YOU* EITHER, CABLE.

WHILE WE'VE NEVER MET, I DON'T SEE WHY WE CAN'T BE *REASONABLE.*

I WAS MERELY *JOKING* WITH THAT "*HULK SMASH*" SPEECH.

IT'S BEEN A *WHILE* SINCE I SPOKE LIKE THAT.

JOKING..? THEN... WHY ARE YOU HERE?

TO *HELP.* NOW PUT DOWN THE *GUN.*

PUT. DOWN. THE. GUN.

YOUR MIND IS... TELEPATHICALLY BLOCKED FROM ME.

ONLY *ONE* REASON FOR THAT.

A *BAD* REASON.

I SAID I CAME TO *HELP.*

I JUST DIDN'T SAY *WHO.*

BY THE WAY...

ONSLAUGHT SENDS HIS REGARDS.

CRRUNCH

WHAM

KRAK

NNGNN

REWRITING THE BOOK ON PAIN.

I DON'T KNOW HOW MUCH *PSIONIC* ENERGY I CAN SPARE TO FIGHT THE HULK--

-- AND STILL KEEP MYSELF TOGETHER!

PUSH *PAST* THE HURT, NATHAN.

DEAL WITH THE *SITUATION* AS IT PRESENTS ITSELF!

BLAQUESMITH ONCE TOLD ME THAT I HAVE *POWER* I'VE NEVER TAPPED.

HE WAS AFRAID THAT I WOULD BECOME... UNSTABLE...

... AN *UNCONTROLLABLE* FORCE OF NATURE.

LIKE THE HULK HIM-SELF!

WHAT-- *FROZEN* IN MID-AIR?!

IT'S CALLED TELEKINESIS, UGLY.

MAYBE YOUR *MASTER* SHOULD'VE CLUED YOU IN... !

"-- WHOSE WILL IS *STRONGER!*"

BOOM

NEVER WOULD HAVE GIVEN IT MUCH THOUGHT HOW *ALIKE* WE ARE.

THE *WHOLE WORLD* KNOWS THAT BRUCE BANNER -- ONE OF THE *GREATEST MINDS* OF OUR DAY --

-- IS TRAPPED IN THE BODY OF THIS MONSTER!

BOTH OF US... RELY ON OUR OWN *STRENGTH OF WILL* TO MAINTAIN CONTROL.

BUT NOW WE'RE GONNA SEE --

HE'S DOWN... FOR THE MOMENT. ONE CHANCE. ONE CHANCE TO *FORCE* THE HULK TO CALM DOWN AND *REVERT BACK* TO BANNER.

BANNER! I'M GOING TO TRY AND PSI-LINK WITH YOU!

GET YOU TO SEE THAT YOU'RE BEING USED.

HIS HEAD... FILLED WITH *TORTURED* IMAGES...

FEARS... NIGHT-MARES...

HELP ME, BANNER, I NEED YOU TO FIGHT BACK -- FREE YOUR MIND!

DON'T BE A VICTIM!

DID YOU SAY *VICTIM..?*

GRAY..?

KRAK

I AIN'T NO VICTIM!

NICE *TRY*, BUT I'VE GOT A JOB TO DO.

IT'S NOT *PERSONAL.*

IT'S *BUSINESS.*

AND I AIN'T *NEVER* BACKED OUT ON A JOB BEFORE.

FEW PEOPLE ARE AWARE OF THE DEPTH OF BRUCE BANNER'S PERSONAL TORMENT...

*... THAT THERE IS A **THIRD** PERSONALITY WITHIN HIS FRACTURED PSYCHE.*

*ARROGANT, BRUTAL, AND QUITE **VICIOUS**, IT HAS BEEN LOCKED AWAY INSIDE OF THE HULK FOR SOMETIME ⊗--*

-- BUT IS NOW RELEASED AS A RESULT OF CABLE'S PSIONIC PROBE.

NEEDLESS TO SAY, THE SITUATION HAS NOT IMPROVED.

SINCE THE CLASSIC HULK # 377 -- Mark.

BANNER..?

WORLD WAR HULK

YOU WISH.

FIGHT... HIM... OR I'LL PEEL YOUR MIND LIKE AN *ORANGE.*

HAH! YOU THINK I'M SCARED O'*YOUR* MENTAL POWER?

THAT'LL BE THE DAY!

YOU AIN'T VERY *BRIGHT*, ARE YA?

I DON'T *WANNA* DO THIS --

-- BUT I HAVE TO!

ONSLAUGHT NEEDS YOU OUTTA THE PICTURE -- AND OUTTA THE PICTURE YOU'RE GONNA BE!

THIS IS THE BALTIMORE POLICE DEPARTMENT!

WE WANT THIS AREA CORDONED OFF!

FOR YOUR OWN SAFETY, EVACUATE!

TO THE NORTH, OVER MANHATTAN.

THE IMPREGNABLE FORTRESS KNOWN AS THE S.H.I.E.L.D. HELICARRIER TURNS SOUTH.

SHE IS THE PRIDE OF THE AMERICAN INTELLIGENCE COMMUNITY.

COMMANDER G.W. BRIDGE HERE.

AS ACTING LIAISON TO MUTANT AFFAIRS, THE SITUATION IN BALTIMORE REQUIRES OUR IMMEDIATE PRESENCE.

ALL STATIONS ARE TO GO TO WHITE HOT ALERT -- THE PRESIDENT HAS JUST AUTHORIZED US TO PUT THE GREATER BALTIMORE AREA UNDER MARTIAL LAW.

FIRST THE INCIDENT AT THE PENTAGON --

-- THEN THE CYCLOPS BREAKOUT HERE --

-- NOW THIS. THIS WHOLE MUTANT THING HAS EXPLODED OUT OF CONTROL!

WE ARE DEALING WITH TWO OF THE MOST DANGEROUS MEN ON EARTH, PEOPLE.

Y'KNOW...

... THIS ALL WOULDN'TA HAPPENED IF YOU TOOK OUT CABLE WHEN YOU HAD THE CHANCE.

SOONER OR LATER, DUGAN --

-- I WILL TAKE CABLE DOWN.

SEE X-FORCE #55 -- Plugmeister Mark.

DUGAN! BRIDGE! WHATEVER PERSONAL GARBAGE YOU TWO HAVE -- STOW IT FOR NOW.

WE'VE GOT TO GET TO BALTIMORE BEFORE THERE ISN'T A BALTIMORE TO GET TO!

CONTESSA VALENTINA DE FONTAINE, ACTING HEAD OF S.H.I.E.L.D.

WHEN SHE SAYS "JUMP!" -- BOTH DUM-DUM DUGAN AND G.W. BRIDGE KNOW THERE IS ONLY ONE ANSWER:

"HOW HIGH?"

BALTIMORE...

LISTEN TO ME, BANNER!

DO YOU TRULY CONCEIVE THE EXTENT OF ONSLAUGHT'S PSIONIC POWER?

WE'RE TALKING ABOUT THE END OF EVERY-THING AS WE KNOW IT!

YOU'RE BETTER THAN THIS.

ASSERT YOUR OWN WILL!

GET OUTTA MY *HEAD*, MISTER.

I *TOLD* YOU -- I DO WHAT I *GOTTA* DO.

DINER

PLAIN AND --

SIMPLE.

KA-BOOM

LIKE I SAID.

NOTHIN' PERSONAL.

G-GETTIN' COLD ALL O' A SUDDEN..?

BUT... THIS DON'T FEEL *NATURAL.*

ON THE *CONTRARY,* BEHEMOTH --

-- YOU DEAL WITH ONE WHO HAS BEEN GIVEN THE *GIFT* OF UTILIZING *NATURE'S* POWER!

*SHE IS **STORM**, BORN ORORO MUNROE -- **CO-LEADER** OF THE OUTLAW GROUP OF MUTANTS KNOWN AS THE **X-MEN.***

*KNOWING THAT A TELEPATH OF CABLE'S POWER MIGHT BE THE KEY TO **DEFEATING** ONSLAUGHT...*

... SHE WAS DISPATCHED TO SECURE HIS SAFE RETURN TO NEW YORK.

BUT ONSLAUGHT WAS ONE STEP AHEAD.

I'LL SAY -- READ UNCANNY X-MEN #335 -- Mark!

STAND *DOWN,* HULK.

YOU MAY BE THE MOST POWERFUL CREATURE IN THE WORLD...

SHRAAK

... BUT EVEN THE STRONGEST OF TREES WILL BEND TO THE HOWLING GUSTS OF *HURRICANE* WINDS! BEND --

-- AND THEN *BREAK!*

STORM FOCUSES THE SUM OF HER ELEMENTAL POWER...

...AND SEVERAL TONS OF STONE AND BRICK ARE LIFTED AS THOUGH MADE OF CARDBOARD.

HOW MANY *HORRORS* MUST WE ENDURE?

XAVIER APPARENTLY GONE *MAD.*

THE *TRUTH* ABOUT ONSLAUGHT.

AND NOW...

BY THE GODDESS..!

CABLE!

NATHAN, CAN YOU *HEAR* ME?

HIS *BODY..!* THE TECHNO-VIRUS IS SPREADING BEFORE MY EYES!

BRIGHT LADY, DO NOT LET IT BE *TOO LATE!*

HIS HEART... HAS STOPPED!

BREATHE, MY FRIEND, *BREATHE!*

HER DETERMINATION... IS IT OUT OF CONCERN FOR A MAN SHE HAS COME TO RESPECT --

-- OR SOMETHING MORE?

ONE. TWO. ONE. TWO.

NATHAN, I KNOW YOU TO BE A *FIGHTER.*

I NEED YOUR *COURAGE* NOW MORE THAN EVER.

NOTHING.

NO! I WILL NOT ALLOW THIS, *NATHAN!*

AS LONG AS I MYSELF HAVE BREATH LEFT WITHIN ME --

-- I WILL NOT LET YOU *GO!*

AND WITH THOSE WORDS, THE VERY AIR AROUND THEM CRACKLES WITH ELECTRICITY --

-- JOLTING CABLE BACK TO LIFE.

ALIYA..?

"ALIYA" -- CABLE'S LONG-DEAD *WIFE?*

NO, NATHAN, IT IS ORORO.

ORORO..?

STORM! HAVE THE *REST* OF THE X-MEN COME WITH YOU?

THEY COULD NOT. WE FACE A CRISIS NOW BEYOND *ANYTHING* WE COULD IMAGINE.

NATHAN. THE MAN WHOM WE ALL LOVED... LOOKED UP TO, IS...

... XAVIER IS ONSLAUGHT.

I... I KNOW.

NO ONE ELSE COULD HAVE DECEIVED ME... DECEIVED *US ALL,* BUT THE WORLD'S MIGHTIEST TELEPATH.

I'VE ALWAYS SAID *HIS* WAY WAS LITTLE MORE THAN A PIPE DREAM --

BUT I *RESPECTED* WHAT HE WANTED TO ACHIEVE.

AND I GUESS *DEEP DOWN...*

... I ALWAYS WANTED TO *BELIEVE* IT WAS POSSIBLE.

AND NOW... WHAT'S LEFT OF THAT DREAM? OR ANY WHO FOLLOWED THE *DREAMER?*

WE... DON'T KNOW.

WE ONLY KNOW THAT HE HAS TO BE *STOPPED.*

NEVER HAPPEN.

YOU'LL NEVER BEAT ONSLAUGHT --

-- 'CAUSE YOU HAVEN'T GOT A PRAYER AT BEATIN' ME!

STORM. I DON'T HAVE TIME TO EXPLAIN. JUST OPEN YOUR MIND AND LINK WITH ME.

NATHAN, WHATEVER YOU HAVE PLANNED, IT HAD BETTER BE QUICK!

WITH CABLE MENTALLY GUIDING HER POWER --

-- STORM UNLEASHES A BOLT OF LIGHTNING INTO THE HULK'S HEAD.

EFFECTIVELY SHORTING OUT THE SYNAPSES OF HIS BRAIN --

-- AND ALLOWING FOR CABLE TO HIT HIM WITH A SINGLE TELEPATHIC BULLET!

BANNER!

AARRGH!

LAST CHANCE!

ASSERT YOURSELF!

NATHAN. HIS *COLOR*... CHANGES AS WE SPEAK.

BANNER?

STORM... HIS MIND... IT'S ALMOST AS IF IT *SHUT DOWN.*

BLAST! I DON'T THINK WE BROUGHT *BANNER* TO THE SURFACE --

"-- BUT SOMETHING FAR WORSE!"

THEY SEE IT IN HIS EYES.

WHATEVER SHRED OF HUMANITY THEY SOUGHT TO FIND WITHIN THIS TRAGIC CREATURE --

THEY HAVE ERRED CONSIDERABLY.

THERE IS NOTHING NOW TO STOP THE RAGE OF --

THE SAVAGE HULK

IT IS SAID THAT WITHIN US ALL THERE IS A DARK SIDE.

A BRUTAL, UNRELENTING, BEAST.

BRUCE BANNER -- THROUGH GREAT PERSONAL SACRIFICE --

-- HAS ALWAYS FOUND A WAY TO TEMPER THAT BEAST.

BUT NOW... BANNER IS GONE.

KILL!

"LIKE A CANDLE IN A GALE FORCE WIND..."

IT IS A HOPE THAT IS SOON TO BE *EXTINGUISHED.*

IT IS *DONE.*

MY LORD..?

DO YOU FEEL IT, "*HIGH-BORN?*"

HAVE YOU YET REALIZED THAT WE HAVE REACHED THE *END* OF AN AGE?

HUMANITY HAS ENTERED IT'S *DARKEST HOUR...*

... AND MY GREATEST ENEMY NEARS DEATH.

WHAT *BETTER* TIME TO PREPARE FOR...

THE DAWN OF APOCALYPSE!

CONTINUED IN HULK #444!

AND IN 30 DAYS – FOR THE FIRST TIME EVER – CABLE VS. APOCALYPSE!

MARVEL® COMICS

HULK

AUG '96 444

CABLE® AND STORM VS. THE INCREDIBLE HULK®

APPROVED BY THE COMICS CODE AUTHORITY

ONSLAUGHT IMPACT 1

cable vision

CAUGHT IN THE HEART OF A GAMMA-BOMB EXPLOSION, DR. BRUCE BANNER NOW FINDS HIMSELF TRANSFORMED INTO A POWERFUL, DARK, AND DISTORTED REFLECTION OF HIMSELF.

STAN LEE PRESENTS

THE INCREDIBLE HULK

MATTERS COULD BE GOING BETTER.

STORM, LONGTIME MEMBER OF THE X-MEN, HURTLES ACROSS THE BALTIMORE SKIES IN HOT PURSUIT OF ME... THE MUTANT CALLED CABLE.

IN POINT OF FACT, IT'S NOT AS IF I'M FLEEING HER.

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richard starkings AND **comicraft**
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malibu enhance-ment

bobbie chase
editor

bob harras
chief

FOR I'M **BARELY** CONSCIOUS, I'M HELPLESS, AND COMPLETELY IN CONTROL OF THE INCREDIBLE HULK...

...WHO IS, IN **TURN,** COMPLETELY UNDER THE CONTROL OF THE MYSTERIOUS ENTITY KNOWN AS **ONSLAUGHT.**

BUT STORM, FOR HER PART, REMAINS IN CONTROL OF THE **ELEMENTS**... INCLUDING WINDS THAT CAN OVERWHELM AND FORCE DOWN EVEN THE GAMMA-SPAWNED FORM OF THE HULK.

HULK! YOU ARE **NOT** IN YOUR RIGHT MIND!

NONETHELESS, MY CONSIDERATION WILL ONLY EXTEND SO FAR. RELEASE CABLE, **NOW!**

MAKE ME!

THOOM

AT THAT MOMENT I REGAIN ENOUGH OF MY SCATTERED WITS TO ASSESS THE SITUATION...

AND FOR ME...

...ANALYSIS IS GROUNDS FOR IMMEDIATE ACTION.

WHAT WITH THE RINGING IN MY EARS, THE HOWLING WINDS AND THE THUNDERCLAP OF THE HULK'S HANDS...

...I CAN BARELY HEAR HER. BUT NO GREAT LOSS.

THE CHANCES ARE SLIM THAT, EVEN IF I MADE OUT THE WINDRIDER'S WORDS...

CABLE! RELEASE HIM AND GET CLEAR!

GIVE ME ROOM TO ATTACK!

...IT WOULD HAVE MADE MUCH DIFFERENCE IN THE LONG RUN.

ELSEWHERE...

...THE AIR IS COOL, THE ROOM IS DARK, AND THE WOMAN KNOWN AS JANIS TWISTS AND TURNS...

...GRIPPED IN A FEVER THAT WRACKS HER BODY.

...FLARK... YOU ALL...

...I SCAN... WHAT YOU'RE DOING...

...TRYING TO... TO...

UNHH!

YOU'RE ILL.

JANIS... JANIS, SNAP OUT OF IT...

GET YOUR ACT TOGETHER, GIRL! YOU HAVE WORK TO DO!

SHE'S WEAK... WEAK... WEAK AS ALL HER KIND...

FL... FLARK YOU... MAESTRO...

I... I KNOW... FROM THE TIME TRAVEL... AND... AND THE COLD WATER...

...WHERE... WHERE'S THIS PLACE... YOU *BROUGHT* ME..?

UNDERGROUND PANTHEON SAFEHOUSE, ONE OF *MANY*.

USED ONE *SIMILAR* TO IT... TO ESCAPE THE BOMB BLAST...

...OR *TRIED* TO, AT LEAST.

WHY... ...WHY DID YOU *HELP* ME?

BECAUSE... IT *AMUSES* ME.

ARRH!

CABLE... HAVE TO... HAVE TO DESTROY... *CABLE*...

NO! COME *BACK!* YOU'RE... YOU'RE *MINDBLIND*...

OF... OF COURSE... I *CAN'T* STOP YOU...

...THIS ALREADY HAPPENED... *HOURS* AGO.

MEANTIME...

EMERALD MAGAZINE DISTRIBUTION

LOOK, I'LL *TELL* YOU WHAT THE PROBLEM WITH THE INDUSTRY IS:

EVERYTHING'S BEEN *SEEN* AND *DONE*. IT'S CREATIVELY *STAGNANT*.

WE NEED SOMETHING NEW AND *INCREDIBLE* TO JUMPSTART THINGS.

SOME MAJOR EVENT TO BLOW THE *ROOF* OFF.

KRAK

KOOM

HIS ROAR IS OVERPOWERING, HIS BREATH EVEN MORE SO...

...AND I KNOW WITH UTTER CERTAINTY THAT THIS IS IT.

BUT "IT" DOESN'T COME... AND I'VE NO IDEA WHY.

I KNOW THE HULK ISN'T OF A MIND TO TOY WITH ME.

HE ISN'T OF A MIND AT ALL, REALLY.

AND THEN I SEE THE HULK'S ATTENTION CAPTIVATED BY...

BETTI PAIGE

"Betty..?"

Betty...

THERE'S **MORE** THAN JUST A PIN-UP INVOLVED HERE.

THE HULK ISN'T IN A **DISSIMILAR** POSITION FROM **MYSELF.**

AND AS I SLAM MY MIND INTO **HIS,** ENTER HIS "PERSONAL SPACE," I FIGURE THE **BEST** THING I CAN DO IS **HELP** HIM.

PRESUMING I **SURVIVE** LONG ENOUGH.

JUST AS I FIGHT TO KEEP MYSELF TOGETHER **PHYSICALLY**... THE HULK IS TRYING TO PULL HIMSELF TOGETHER **MENTALLY.**

YOU THINK TO MATCH MINDS WITH ***ME,*** CABLE? YOU THINK THERE'S A ***CONNECTION*** BETWEEN THE TWO OF YOU?

WELL, ***YOU'RE*** RIGHT. FOR YOU'RE ***BOTH*** VICTIMS OF... ***ONSLAUGHT!***

GODDESS! CABLE, WHAT ARE YOU *PLAYING* AT?!

THE *TECHNO-VIRUS!* IT'S *SPREADING!*

CABLE, COME *OUT* OF IT! CONCENTRATE ON YOUR *OWN* PLIGHT... BEFORE IT'S...

...*TOO LATE*, CABLE! TOO LATE TO GET AWAY!

TRUE.

*BUT NOT TOO LATE TO TIME THE BOUNCES OF THE BOULDER AS IT **ROLLS** DOWN THE STAIRS...*

*...SO THAT I CAN PICK THE **RIGHT** MOMENT TO **DUCK**.*

Eh?

WHAT THE DEVIL IS *THIS*?!

IT COULD BE THAT **BEHIND** THIS DOOR...

...ARE **ALL** THE SECRETS OF THE HULK'S PSYCHE.

THE **MEANS** THROUGH WHICH I CAN BREAK ONSLAUGHT'S **HOLD** ON HIM.

EVEN **UNDO** THE DAMAGE THAT ONSLAUGHT'S DONE, REPAIR THE **FRACTURING** OF HIS PERSONALITY.

OR PERHAPS...

...I COULD FIND MYSELF STARING AT A **VOID**, REALIZING I'VE BEEN SET UP.

HAH!

I **PLUMMET**, THE ROCK DESCENDING TOWARDS ME...

...AND THEN, LIKE A DOVE BRUSHING AGAINST MY MIND, I HEAR THE WORDS...

Help me...

AND THEN...

...I SNAP OUT OF IT.

HOW... HOW LONG... HOW LONG WAS I...

SECONDS. BARELY SECONDS. FELT LIKE...

Uh-Oh.

BUT A SECOND LATER, THE WINDS DESCEND. A FEARSOME TORNADO THAT YANKS US BOTH UP AND OUT.

STORM BARRAGES THE HULK WITH LIGHTNING, NO HOLDS BARRED IN HER FURY...

...BUT THE HULK FINDS HUGE PIECES OF THE FLOOR AND, WITH UNERRING AIM, HURLS THEM AT STORM.

UNHFF!

SPLOOSH

EXCUSE ME... GUYS... COULD YOU JUST... JUST HELP ME UP..?

PLEASE... HELP ME...

WELL, THEY WERE SURE USEFUL.

AND THEN I REMEMBER ANOTHER TIME.

A TIME IN THE FUTURE... WHEN A DOWNED OPPONENT WHO'D TRIED TO KILL ME...

...LAY MORTALLY WOUNDED, BEGGING...

HELP ME... PLEASE...

I NODDED... AND WENT FOR HELP...

...BUT BY THE TIME I CAME BACK, HE WAS DEAD.

AND FROM THEN TO NOW... I'VE DWELT ON THAT MOMENT ...

...AND WONDERED WHETHER SOME PART OF ME WANTED HIM TO DIE IN RETALIATION.

WHETHER I TOOK MY OWN SWEET TIME GETTING HELP.

WHETHER I DID... EVERYTHING I COULD...

BUT THEN I PUSH THE MEMORY AWAY...

...CONCENTRATING INSTEAD UPON SURVIVAL.

NO PARKING

GUNS 4 FUN

EVEN FROM OUTSIDE, I HEAR THE HULK BELLOWING ONE WORD...

CABLE!

BUT HIS VOICE SOUNDS CHOKED... FRUSTRATED...

...AS IF DEEP DOWN, HE'S WRACKED WITH CONFLICT, AWARE OF HOW HE'S BEING MANIPULATED.

I'D BE MORE SYMPATHETIC IF HE WEREN'T TRYING TO MAKE MY SHOULDERS LONESOME FOR MY HEAD.

ON... ON SECOND THOUGHT... KEEP IT!

BREATHE DEEP, HULK.

GET BACK HERE! YOU CAN'T JUST WALK OUT WITH --

PUT US BOTH OUT OF OUR MISERY.

VIVA FNTA

JNHHH!

BLAST.

HE WENT FOR ALTITUDE... TRYING TO SHAKE THE GAS.

BUT... THE WIND'S CAUGHT THE GAS NOW...

...FORCING IT TO FOLLOW HIM, LIKE A LIVING THING. GETTING INTO HIS NOSE, HIS MOUTH...

ENOUGH, HULK! MY PATIENCE WEARS THIN.

DON'T FORCE ME TO USE HARSHER MEASURES AGAINST YOU!

STORM... ARE YOU READING ME?

Y... YESSS...

GOOD. LISTEN UP...

THE PANTHEON'S SAFEHOUSE...

THOOM

THOOM

THOOM

THOOM

THOOM

THOOM

WADEA-MINNIT...

WHOOR YOO?

WHATCHOO DOIN' HERE?

IT'S A DICEY PLAN AT **BEST** THAT STORM AND I HAVE HATCHED.

I THINK THAT ONSLAUGHT HAS TRIED TO **CRUSH** THE HULK'S CORE OF INTELLIGENCE, BUT HASN'T **FULLY** SUCCEEDED.

STORM CONTROLS **LIGHTNING.**

LIGHTNING IS **ELECTRICITY**, JUST LIKE MENTAL **SYNAPSES.**

I THINK IF I CAN THREAD A TELEPATHIC JOLT THROUGH THE HULK'S MIND AT THE **SAME** TIME SHE DELIVERS A LIGHTNING STRIKE TO HIS **CRANIUM**...

...WE CAN BASICALLY SHUT DOWN HIS **BRAIN** FOR A SECOND... LIKE **"REBOOTING"** HIS MENTAL COMPUTER. BREAK HIM LOOSE FROM ONSLAUGHT'S **CONTROL.**

AT LEAST... THAT'S THE **PLAN.**

DEAR LORD... TO SEE STORM CUT LOOSE WITH EVERYTHING SHE'S GOT...

...WELL, ONE **FORGETS** THAT SUCH DESTRUCTIVE FORCES ARE OFTENTIME REFERRED TO, BY INSURANCE COMPANIES, AS "ACTS OF GOD."

AN ONGOING REMINDER TO TREAT HER WITH **RESPECT** WHENEVER POSSIBLE.

KRAK

HEAD... **SPLITTING**... I COULD FEEL ONSLAUGHT'S GRASP ON HIM AS I SLID INTO HIS **BRAIN**.

AND THEN I FELT... **FEEL**...

NOTHING.

MY GOD... I... THINK HE'S **DEAD**...

THAT IS... A *PITY*. A *WASTE*.

BUT I HEAR POLICE SIRENS...

WE NEED TO GET HIM OUT OF HERE.

NO, THERE'S NO TIME TO MOVE HIM, AND...

...I WON'T LEAVE ANYONE... ANYONE...

...NOT *EVER* AGAIN. NOT WITHOUT DOING *EVERYTHING* I CAN.

AND THEN I'M BACK WHERE WE WERE BEFORE...

...THE GROUND FAR BELOW... BUT CLOSING.

I SMASH AT THE ROCK... POUND AT THE ENCASEMENT...

...SHATTERING IT TO GET TO THE CORE.

BECAUSE I SENSE THAT IT'S WITHIN THERE... THAT THE TRUE GOAL LIES.

Dr. BANNER, I PRESUME.

CLEAR!

EVEN AS I CLEANSE HIS MIND OF ONSLAUGHT'S INFLUENCE...

...A PINPOINT STRIKE FROM STORM JOLTS HIS GREAT CHEST.

THE RESULT IS INSTANTANEOUS...

...AND I ADMIT, IMPRESSIVE.

HULK? YOU... OKAY?

-KOFF-

Oh... perfect.

ARE YOU SURE YOU'RE *UP* FOR THIS, Dr. BANNER?

AM I *SURE* OF *THAT*? NO.

BUT AM I SURE I WANT A *PIECE* OF WHOEVER IT WAS SCREWING WITH MY MIND? *DEFINITELY.*

IF THERE'S *ONE* THING I STRONGLY BELIEVE IN... IT'S DOING *EVERYTHING* YOU CAN.

IT AIN'T OVER YET!

X-Men Unlimited #11 pinup by Aron Wiesenfeld & John Dell

Meanwhile, in *Excalibur #100*...

Writer: WARREN ELLIS • Penciler: CASEY JONES • Inker: TOM SIMMONS
Colorists: ARIANE LENSHOEK & JIM HOSTON • Enhancement: MALIBU
Letterer: RICHARD STARKINGS & COMICRAFT • Editor: SUZANNE GAFFNEY

WHAT IS THAT AWFUL RACKET?

Oh.

THE BLACKBIRD!

Och, THE X-MEN SHOULD KNOW BETTER.

THE PLANE SLOWS TO A HALT, AND THE ICONS OF THE MUTANT STRUGGLE IN AMERICA STEP INTO THE HARSH WINDS OF SCOTLAND.

ARCHANGEL AND CANNONBALL TAKE TO THE AIR, ALMOST DEFENSIVELY.

PSYLOCKE, SISTER TO BRIAN BRADDOCK, STANDS TRIGGER-READY, HER ANGER LOADED IN HER EYES AND FISTS.

PHOENIX AND CYCLOPS MOVE ON BATTLE NERVES, EDGY AND HEARTBROKEN; ALL THIS IS OBVIOUS TO MOIRA, NOBEL-PRIZE WINNING GENETICIST AND FRIEND TO THE X-MEN.

MOIRA'S DEFENSE MECHANISM IS HER TEMPER.

JUS' WHAT D'YE THINK YE'RE PLAYIN' AT?

JUS' ZAPPING ONTO MY ISLAND WI' YOUR BIG TOY, JEAN --

MOIRA. PLEASE. THERE'S... I CAN'T PUT THIS WELL.

CHARLES XAVIER HAS GONE INSANE.

IN CRACKED VOICES, THE X-MEN SKETCH OUT THE LAST, CHILLING FEW HOURS FOR THE SHOCKED DOCTOR.

SOMETHING HAS BROKEN INSIDE CHARLES XAVIER, IT SEEMS.

HE HAS TAKEN ON THE ASPECT OF A THING NAMING ITSELF

ONSLAUGHT --

AND IT THREATENS ALL HUMAN LIFE.

MOIRA MacTAGGERT HAS KNOWN CHARLES XAVIER LONGER THAN *ANY* OF THEM.

WE'VE HAD AN INDICATION THAT THERE'S SOMETHING *HERE* THAT COULD HELP US. A ROOM *BENEATH* MUIR?

AYE, I KNOW WHAT YE MEAN. CHARLES ONCE BEGGED A *FAVOR* FROM ME --

-- TO LAY A *CRYPT ROOM* BENEATH THE STATION. DEEP IN THE FOUNDATIONS, AND TO *NOT ASK* WHAT WAS IN IT.

I KNOW HE LAID SOME *SHI'AR TECHNOLOGY* IN THERE, BUT CHARLES XAVIER HAS HIS *SECRETS.*

SCOTT AND JEAN, YOU COME DOWN WITH ME NOW.

COULD YOU OTHERS TAKE AMANDA HERE TO THE MEDLAB? PSYLOCKE KNOWS WHERE IT IS.

BENEATH MUIR.

HERE.

Och, CHARLES, YOU BETTER HAVE LEFT THE *DOOR* OPEN FOR ME...

...YES, IT'S UNLOCKING...

LORD ALMIGHTY.

WHAT ON EARTH HAS HE *DONE* DOON HERE?

THE CRYPT IS UNSEALED.

SCANNING BRAINWAVE SIGNATURES OF THOSE PRESENT -- MOIRA MACTAGGERT, SCOTT SUMMERS, JEAN GREY SUMMERS.

UNLOCKING XAVIER PROTOCOL ZERO ZERO ZERO.

MOIRA, SCOTT, JEAN; IF YOU THREE ARE SEEING THESE IMAGES, THEN I HAVE BECOME A **MORTAL THREAT** TO MY X-MEN.

IN THIS INSTANCE, I MUST BE STOPPED BY **ANY MEANS NECESSARY.**

SOME YEARS AGO, I MADE A STUDY OF VARIOUS FORMS OF POSSIBLE **DEFENSE** AGAINST MY **OWN** PSYCHIC ABILITIES.

THE IMAGE NEXT TO ME IS THAT OF AN **ANTI-PSIONIC ARMOR.** THE WEARER SHOULD BE PROTECTED FROM MY TALENT.

WHEN I FINISH SPEAKING, A BLUEPRINT FOR THIS ARMOR WILL DOWNLOAD --

Och, I SEE -- THE ***COMBINATION*** OF OUR ***BRAINPRINTS*** FORMS A ***KEY*** TO UNLOCK THE FILE.

CLEVER...

SORRY TO INTERRUPT, GUYS, BUT MISS SEFTON HAS FLOWN THE COOP...

HEY!

NEW BRAINWAVE SIGNATURE -- READING...

NEW KEY; WARREN WORTHINGTON, SCOTT SUMMERS, JEAN GREY SUMMERS. UNLOCKING XAVIER PROTOCOL ZERO TWO ONE...

NO...

PROTOCOL ZERO TWO ONE OPENED IN THE EVENT OF WOLVERINE BECOMING A DANGER TO LIFE.

SINCE THE LOSS OF HIS ADAMANTIUM, WOLVERINE HAS BECOME BOTH MORE AND LESS OF A THREAT.

HE IS DIVESTED OF HIS UNBREAKABLE SKELETON -- BUT HIS SENSES AND HIS MUTANT HEALING FACTOR HAVE BEEN INCREASED TO INCREDIBLE LEVELS. WHAT WOULD HAVE BEEN A LETHAL WOUND TO WOLVERINE THREE YEARS AGO WOULD NOW BE A MOMENTARY ANNOYANCE.

ANY ASSAULT ON WOLVERINE, IN THE EVENT OF HIS SANITY BREAKING, WOULD HAVE TO BE LONG-RANGE AND DECISIVE.

HIS HEAD WOULD HAVE TO BE SEVERED, AND REMOVED UTTERLY FROM THE VICINITY OF HIS BODY TO PREVENT SWIFT FLESH AND NERVE REGROWTH.

EVERY NIGHT, WHEN CHARLES WENT TO HIS STUDY TO WORK...

... HE WAS THINKING OF WAYS TO KILL *THE X-MEN*.

CANNONBALL -- PSYLOCKE. YOU BETTER COME DOWN.

PROTOCOL ONE NINE THREE -- CABLE.

CABLE IS A POWERFUL TELEPATH AND TELEKINETIC, BUT A LARGE PART OF HIS TELEKINETIC ABILITY IS, AT ANY GIVEN TIME, TIED UP IN CONTROLLING HIS TECHNO-ORGANIC DISEASE.

ATTACKS ON CABLE SHOULD MAKE FULL USE OF THIS WEAKNESS, WITH THE PREFERRED RESULT OF THE DISEASE DEVOURING HIS BRAIN AND MAJOR INTERNAL ORGANS --

I CANNAE STAND THIS ANY MORE, COMPUTER, *ENOUGH.*

DOWNLOAD.

THE SPECS FOR THE *ARMOR* ARE ON THIS.

SO'S EVERYTHING *ELSE* WE'VE SEEN, I'M AFRAID.

Oh, *MOIRA*... WE HAVE TO *LEAVE*, BUT...

HUSH NOW. WE'VE *ALL* GOT THINGS TAE BE DONE, JEAN.

TAKE CARE.

MARVEL® COMICS

X-MEN®

AUG '96 104

APPROVED BY THE COMICS CODE AUTHORITY

WOLVERINE

ONSLAUGHT® AND BEYOND!™ UPDATE INSIDE!

THE ANSWER AT LAST!

THE BEGINNING OF™

ONSLAUGHT

IMPACT 1

THEY SAID, "GO ASK HIM WHAT HE KNOWS ABOUT ONSLAUGHT!"

SO I TRUCK IT ALL THE WAY UP HERE TO THE MASSACHUSETTS ACADEMY...

...AND ALL THE TIME, I'M THINKIN' "IN ALL THE YEARS I'VE KNOWN HIM, HE AIN'T NEVER ANSWERED A SINGLE QUESTION!"

XAVIER SCHOOL F

SO WHAT MAKES SCOTT AND JEAN THINK HE'S GONNA BECOME MISTER TALKATIVE ALL OF A SUDDEN?

DO THEY THINK I'VE GOT A SPECIAL INSIGHT INTO MYSTIC ABORIGINE THOUGHT PROCESSES BECAUSE I WENT THROUGH A FERAL REGRESSION FOR A WHILE?

HEY, I'M IN RECOVERY!

I'M CLAWIN' MY WAY BACK...

...ONE DAY AT A TIME!

THE EMPEROR OF THE REALM OF GRIEF

BUT TIME DON'T MEAN THE SAME THING TO GATEWAY!

WE DON'T EVEN KNOW IF TIME IS RUNNIN' IN THE SAME DIRECTION FOR HIM AS IT IS FOR US!

LISTEN UP, GATEWAY!

IT'S YER PAL, THE OL' CANUCKLEHEAD!

SOME O' MY BUDDIES IN THE X-MEN WERE WONDERIN' IF MAYBE YOU'D FIND IT IN YER HEART TO HELP US OUT!

WE'RE FACIN' THE MOST POWERFUL EVIL ENTITY WE'VE EVER BEEN UP AGAINST, SOMETHIN' CALLED ONSLAUGHT...

A STAN LEE presentation
brought to you by:
LARRY HAMA
script
VAL SEMEIKS
pencils
CHAD HUNT
inks
RICHARD STARKINGS & COMICRAFT
letters
JOE ROSAS
colors
MALIBU
enhancement
BOB HARRAS
editor & chief

SO HOWSABOUT IT, BUB?

YOU GONNA PONY UP SOME HOT INFO ON HOW WE CAN GET OVER ON ONSLAUGHT?

OKAY, SO MAYBE EXPECTIN' YA TO WAX LOQUACIOUS IS A BIT MUCH...

...HOWSABOUT A *CLUE?*

I'LL SETTLE FOR HEAD-NODS AND FINGER WAGGLIN' --

WHUZZIS?

YER WHIRLIGIG!

HARD TO RECOGNIZE IT WHEN IT AIN'T SPINNIN' AROUND YER HEAD --

POINK

-- AND WHEN IT'S SPINNIN', TIME AND SPACE GO OUT TO LUNCH!

ARE YA SPINNIN' ME UP A COSMIC SHOW AND TELL, GATEWAY?

TOKYO!

THE YASHIDA ESTATE!

THAT TERRIBLE TIME WHEN ME AND GAMBIT AND SILVER SAMURAI WERE THROWIN' DOWN ON MATSUO'S HAND NINJAS...

...WHEN MATSUO HAD MARIKO POISONED WITH BLOWFISH TOXIN --

-- MARIKO WHO WAS PROMISED TO BE MY BRIDE!

LOGAN-SAN! SPARE ME THE FINAL AGONIES!

RELEASE MY SOUL WHILE IT STILL SINGS WITH MY LOVE FOR YOU!

USE YOUR *CLAWS*, MY BELOVED!

NOOOOO! I CAN'T --

-- THESE ARE GHOSTS FROM MY *PAST!*

GATEWAY! WHY ARE YOU MAKING ME RELIVE THE WORST THING THAT EVER HAPPENED TO ME?

I CAN'T BEAR IT!

I CAN'T --

THANKS, DARLIN'...

...BUT JUST WHAT ARE YOU DOIN' UP HERE, *ELEKTRA?*

YOU BEEN DOGGIN' MY TRAIL ALL THE WAY FROM SALEM CENTER?

YOU LEAD QUITE A CHASE.

YOU CAN TAG ALONG IF YOU WANT. BUT SCHOOL IS DEFINITELY NOT IN SESSION UP HERE.

GETTIN' INFO OUTTA GATEWAY IS LIKE MEDITATIN' IN THE DESERT WHILE EATIN' NOTHIN' BUT LOCUSTS DIPPED IN HONEY...

...SOMETIMES THE ANSWERS YOU GET ARE A BIT BAKED.

THIS AIN'T YOUR BUSINESS.

YOU ARE MY BUSINESS.

I HAVE BEEN TASKED WITH SETTING YOUR FEET BACK ON THE *PATH.*

I'VE HAD SOME EXPERIENCE IN DEALING WITH UNFATHOMABLE MYSTICS.

PERHAPS A DIFFERENT APPROACH IS CALLED FOR.

BE MY GUEST, DARLIN', BUT DON'T SAY I DIDN'T WARN YOU!

GATEWAY! LOGAN IS ASKING FOR YOUR AID AS A FRIEND AND FELLOW HUMAN BEING!

CLOISTERED AND ASCETIC THOUGH YOU MAY BE, YOU HAVE A HEART AND SOUL LIKE THE REST OF US!

CAN YOU STEP DOWN FROM YOUR HOLY MOUNTAIN LONG ENOUGH TO WALK WITH LOGAN IN HIS HOUR OF NEED?

NADA.

HE'S AS OBSTINATE AND ENIGMATIC AS *STICK!*

POW

WHAT DID I SAY?

YOU MENTIONED SOMEONE NAMED STICK. YA THINK MAYBE THEY KNOW EACH OTHER?

DO YOU HAVE KNOWLEDGE OF HE WHO IS CALLED *STICK*? HE WHO WAS MASTER OF THE *CHASTE*?

Oh, GATEWAY --

-- WHY DOES MY HEART *DREAD* WHAT YOU ARE ABOUT TO SHOW ME?

WHAT IS THIS?

I DON'T REMEMBER THIS FETID RIVER OR THIS COWLED BOATMAN!

THIS IS NO GLIMPSE OF MY *PAST* --

-- UNLESS IT IS WHAT WE MORTALS MAY NOT PRESERVE IN MEMORY FOR THE SAKE OF OUR SANITY!

WHO ARE THOSE WHO STAND TORMENTED UPON THE FAR SHORE, IN THAT BLEAK AND DARKLING STRAND?

ELEKTRAAAA!

ONE OF THEM CALLS MY NAME IN A FAMILIAR VOICE --!

FATHER!!

BUT HE IS *DEAD!*

TO WHAT DREAD PLACE HAVE YOU BROUGHT ME, BOATMAN?

WHO ARE YOU?

ARE YOU THE SPECTRE OF *DEATH?*

THEN, I AM COME TO THE *RIVER* OF *WOE?*

AND THESE *NINJAS* OF THE *HAND* --

-- WERE THEY NOT THE ELDRITCH INSTRUMENTS BY WHICH MY SOUL WAS PLUCKED BACK FROM THE KINGDOM OF THE SHADOWS?

FOR I WAS TRULY DEAD AND HAD LAIN IN MY GRAVE WITH WORMS AND BEETLES!

I WOULD HAVE BEEN BROUGHT BACK AS A REVENANT IN BONDAGE TO THE DIRE WHIMS OF THE *HAND*...

... BUT FOR THE PURE LOVE OF ONE MAN!

HE, WHO I AM NO LONGER WORTHY OF!

Oh, GATEWAY! WHAT EARTHLY *PURPOSE* IS THERE IN SEARING MY SOUL WITH IMAGES BEST LEFT FORGOTTEN FOREVER?

CAN YOU BE THAT *HATEFUL?!*

IT'S ALL RIGHT, DARLIN'. IT'S JUST GATEWAY'S DOG AND PONY SHOW!

BUT IT *WASN'T!* IT WAS THE WORST THING THAT EVER HAPPENED TO ME!

HE IS NOT DOING THIS TO TORTURE US.

HE IS SHOWING US THE WORST, MOST TERRIBLE THINGS, BECAUSE SOMEWHERE IN THEM IS THE *ANSWER.*

IS THIS SOMETHING THAT YOU REALLY WANT TO KNOW?

BECAUSE IN ORDER TO FIND OUT WHAT IT IS, YOU MIGHT HAVE TO ENDURE SOMETHING *WORSE* THAN HE HAS ALREADY SHOWN YOU!

I GOTTA ASK HIM, ELEKTRA! THERE'S MORE AT STAKE HERE THAN YOU CAN KNOW!

GATEWAY, WILL YA TELL ME OR NOT?

WELL, *THAT* CERTAINLY ELICITED A RESPONSE!

AT LEAST WE'RE OUT O' THE RAIN!

HE HAS TRANSPORTED US TO A PROPER SETTING TO ANSWER YOUR QUESTION, LOGAN...

... WHAT *IS* THIS GREAT AND TERRIBLE SECRET QUESTION?

WHY IS IT SO IMPORTANT?

IT'S EVERYTHING AND EVERYBODY I HOLD DEAR, ELEKTRA...

...AND IT'S THE FATE O' THE WHOLE WORLD.

PROFESSOR CHARLES XAVIER, THE MAN WHO GAVE MEANING AND PURPOSE TO MY LIFE, THE FOUNDER AND THE GUIDING LIGHT O' THE X-MEN...

...A MAN WHOSE FRAIL BODY IS CONFINED TO A WHEELCHAIR, BUT IS BY FAR THE MOST POWERFUL *PSI-TALENT* IN THE WORLD!

THIS ONCE KIND AND JUST MAN HAS BEEN TRANSFORMED INTO THE MONSTROUS, EVIL ENTITY WHO CALLS HIMSELF

ONSLAUGHT

ONSLAUGHT IS WILLIN' AND CAPABLE O'TAKIN' OVER THE WHOLE PLANET AND MAKIN' IT OVER TO HIS OWN PERVERTED PLAN!

I HAD NO IDEA...

YOU GOT SOMETHIN' TO SHOW ME, BUB --?

-- BETTER GET **ON** WITH IT!

AIN'T IT SOMETHIN' WHEN YA GET WHAT YA ASK FOR --?

-- IN SPADES!

THIS IS KIND OF LATE TO BE ASKING, BUT WHEN GATEWAY *"SHOWS"* US THINGS, IS IT JUST AN *ILLUSION*, OR ARE WE *THERE?*

IT'S THE *REAL THING*, DARLIN'!

HE CAN BEND TIME AND SPACE AND REDUCE US TO OUR ASTRAL BODY AVATARS!

HANG ON TO YOUR STOMACH, ELEKTRA --

-- WE'RE ABOUT TO GO MOLECULAR!

HERE I AM WARNIN' ELEKTRA, AND MEANWHILE, I'M BACK ON AVALON, GETTIN' THE ADAMANTIUM SUCKED OUTTA ME BY MAGNETO HIMSELF!

LOSIN' MARIKO WAS THE WORST PSYCHIC PAIN I EVER EXPERIENCED...

...BUT FOR SHEER PHYSICAL HURTIN', AIN'T NOTHIN' HAS EVER TOPPED THE WHITE HOT AGONY OF EXTRUDIN' RAZOR SHARP METAL FROM EVERY PORE!

WE ARE NOT HERE TO RELIVE YOUR MOMENT OF EXCRUCIATION, LOGAN!

WE ARE HERE TO SEE WHAT TRANSPIRED ON THE ASTRAL PLANE!

THIS IS STUFF I HEARD ABOUT, BUT NEVER SAW --

I WAS TOO -- I WAS --

LOGAN -- I NEVER REALIZED THE EXTENT OF THE TRAUMA -- I --

BY *WHAT RIGHT*, CHARLES, DO THE CHOICES *YOU* MAKE FOR THE LIVES OF HOMO SAPIENS AND SUPERIOR ALIKE...

... MAKE YOU ANY *LESS* MISGUIDED THAN I?

IT IS THE FUNDAMENTAL DIFFERENCE IN OUR VIEWS, MAGNUS!

MINE IS A DREAM TO LIVE IN HARMONY WITH THOSE WHO FEAR AND DESPISE US...

... AND YOURS DEMANDS THAT WE RULE OVER THOSE WHO OPPOSE US!

NO MORE, MAGNUS --

NO MORE!

LOGAN SHALL BE THE LAST! NO ONE ELSE WILL SUFFER!

GATEWAY JUST HIT THE SLO-MO BUTTON ON HIS WHIRLIGIG!

WHATEVER HAPPENS IN THE NEXT FEW SECONDS IS WHAT HE WANTED YOU TO SEE --

-- BUT WHY IS EVERYTHING FADING TO WHITE?!

THESE PIVOTAL EVENTS OCCURRED IN X-MEN #25. -- Bob.

IT'S THE HARSH GLARE O' *TRUTH*, ELEKTRA!

WE'RE PHASIN' INTO ANOTHER LEVEL O' PERCEPTION.

WE'RE WITNESSIN' THE PURE LIGHT O'XAVIER'S PSI POWER AS IT SLAMS RIGHT THROUGH THE CORE O' MAGNETO'S ESSENCE...

...AND WIPES HIS SLATE!

BUT WHAT IS THAT ***DARK MASS*** IN THE CENTER OF THE SHINING AVATAR OF MAGNETO..?

... DO YOU SEE IT?

IT'S SOME TWISTED HOMUNCULUS!

IS IT AN ASTRAL MANIFESTATION OF MAGNETO'S *DARK EGO?*

LOOK, LOGAN! IT'S *REACHING OUT --!*

-- IT'S EXTENDING ITSELF *RIGHT* INTO THE *CHEST* OF THE *XAVIER AVATAR!*

ALL OF THIS TOOK PLACE IN A *FRACTION* OF A *SECOND*, AND ON A *RARIFIED PLANE --!*

-- *LOOK!* IT *LEFT* SOMETHING INSIDE *XAVIER!*

CHARLIE!

HE PLANTED SOMETHING INSIDE YOU!

WE'RE BACK IN THE MANSION, LOGAN!

GATEWAY'S MAGIC LANTERN SHOW IS *OVER*...

... UNLESS HE HAS SOMETHING *ELSE* TO SHOW US.

POW

HE DID IT FOR ME.

HE SAW WHAT MAGNETO DID TO ME AND HE SAW THAT IT WAS PURE MEANNESS AND SPITE...

...AND SOMETHIN' SNAPPED INSIDE O' THAT GOOD, KIND MAN.

XAVIERS SCHOOL FOR GIFTED YOUNGSTERS

IT'S NOT AS IF YOUR FRIEND, PROFESSOR XAVIER, TURNED EVIL ON HIS OWN, LOGAN...

... IT WAS *MAGNETO'S* DOING.

YOU'RE WRONG, ELEKTRA.

MAGNETO'S DARK SIDE WOULDN'T HAVE EVER HAD THE POWER TO REACH HIM LIKE THAT...

XA

...IF HE HADN'T LOST IT AND LASHED OUT LIKE HE DID.

IT WAS THE DARK INSIDE O'HIMSELF THAT LAID HIM OPEN TO THE TOUCH O' MAGNETO.

AND THAT MAKES ME PARTLY TO BLAME, BECAUSE I WAS THE ONE WHO LOST IT FIRST AND PUSHED MAGNETO TOO FAR.

BUT NOW YOU HAVE AN IMPORTANT PIECE OF INFORMATION THAT WILL HELP THE OTHER X-MEN TO NEUTRALIZE THIS DARK AVATAR OF XAVIER...

...PERHAPS TO RESTORE HIM TO WHAT HE ONCE WAS!

OH, WE'LL PUT HIM BACK TOGETHER ALL RIGHT -- "ALL THE KING'S HORSES AND ALL THE KING'S MEN."

BUT HE MIGHT NEVER BE THE SAME AGAIN.

LIKE ME.

YA KNOW, UNTIL I SAW MYSELF LYIN' THERE AT MAGNETO'S FEET, EVEN ALL HURTIN' LIKE THAT, I HAD FORGOTTEN WHAT I USED TO BE...

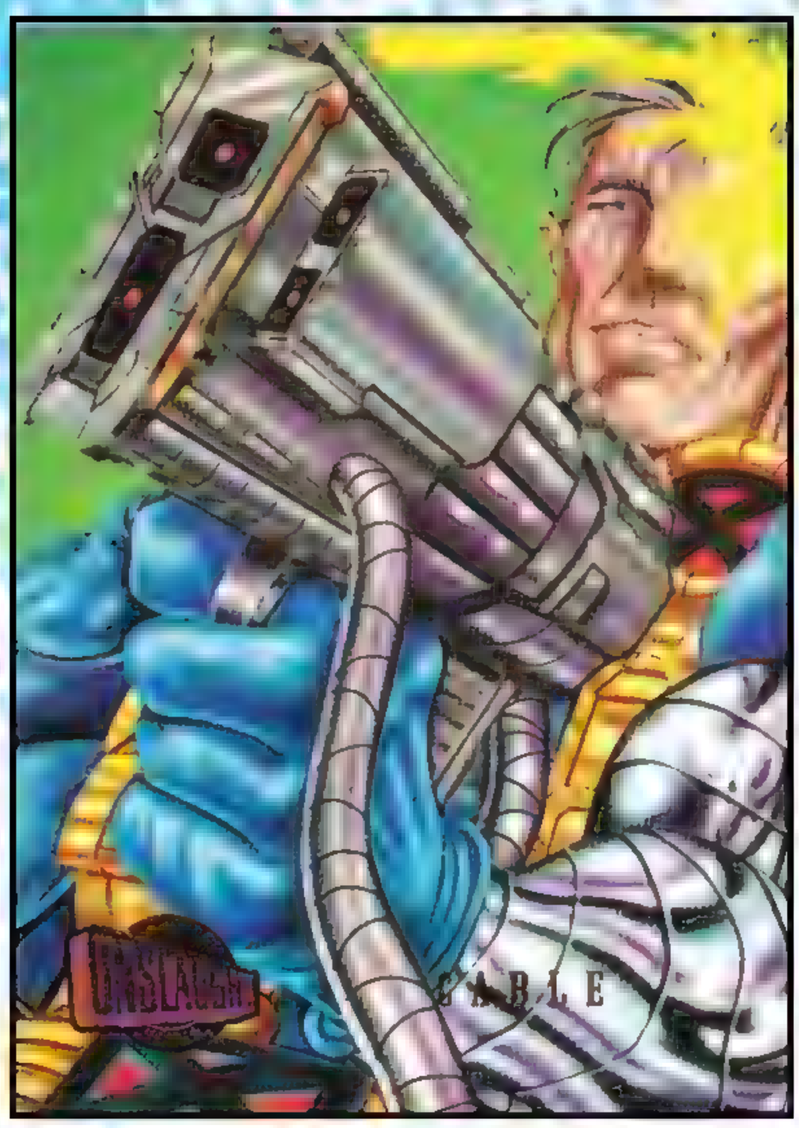
...I USED TO BE A MAN.

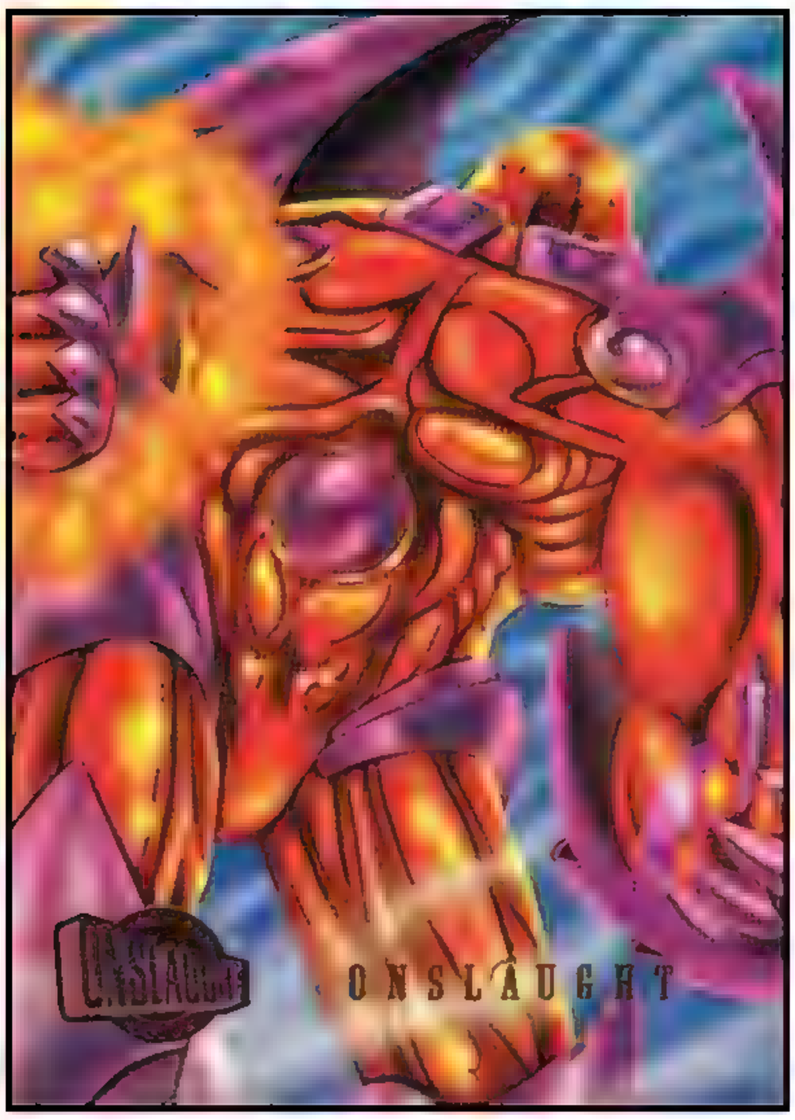
YOU STILL ARE, LOGAN.

XAVIER'S

SCHOOL FOR GIFTED Y[illegible]TERS

Preview cards for *Marvel Ultra Onslaught 1996* trading-card set.
Art by David Chlystek, Jim Balent, John Czop, Darick Robertson, Regie Milburn & Jung Choi.





MARVEL COMICS

X-MEN

AUG. '96 125

APPROVED BY THE COMICS CODE AUTHORITY

X-FACTOR®

ONSLAUGHT AND BEYOND™ UPDATE INSIDE!

ONSLAUGHT IMPACT 1

DOUBLE-SIZED 125TH ANNIVERSARY SPECTACULAR

MATSUDA/FARMER/ROM

RE-CREATING HAVOK™ IN McCOY'S IMAGE

SOMEWHERE DEEP WITHIN THE BOWELS OF THIS ABANDONED BRAND CORPORATION FACTORY IN NEW JERSEY, A CONFRONTATION IS TAKING PLACE.

OPPOSING FORCES, **ONSLAUGHT**, A CREATION OF THE GREATEST PSYCHIC MIND THIS PLANET WILL EVER KNOW, AND...

McCOY... A TRAVELER OF THE SPACE/TIME CONTINUUM WHO HAS RECENTLY BEEN POSING AS THE REAL BEAST **HANK McCOY** TO HIS X-MEN COMPATRIOTS.

YOU *DO* INTRIGUE ME, McCOY.

AND BELIEVE ME...

...I AM *NOT* EASILY INTRIGUED.

NOW WHAT OF THIS OFFER YOU HAVE MADE TO AID ME IN MY CAUSE?

PERHAPS A DEEPER PSYCHIC PROBE OF YOUR DARK MIND WILL REVEAL WHETHER OR NOT THIS MEETING IS EVEN WORTH MY TIME.

WHAT IS THIS?

I SENSE THE PRESENCE OF ANOTHER, McCOY.

GET THE WHOLE WILD BLOW-ME-DOWN SCOOP ON

ONSLAUGHT

IN UNCANNY X-MEN #355 & X-MEN/ONSLAUGHT #1

ON SALE NOW!

...I AM *NOT* INTERESTED!

AWAM

NO... I BELIEVE I WILL HAVE TO BE SATISFIED WITH TEARING FROM YOUR MIND ALL THAT MAY BE OF USE TO ME.

NO! THERE... ARE... OTHERS. ONE IS SECRETED INSIDE *X-FACTOR* AND ANOTHER --

Ah, YES, THIS WOULD BE *FATALE.*

ONE OF THE LOYAL TELEPORTING ASSASSINS WHO JUMPS AT YOUR EVERY WORD.

IF THIS IS ALL YOU HAVE TO OFFER ME IN EXCHANGE FOR YOUR LIFE, McCOY...

AN EXPLOSIVE RELEASE OF ENERGY CUTS SHORT ALL CONVERSATION. ONLY ONSLAUGHT'S INSTANTANEOUS CREATION OF A PSIONIC SHIELD PREVENTS BOTH HIM AND McCOY FROM BEING KILLED.

BOOM

DO CONTINUE, McCOY. WHO IS THIS *OTHER?*

PRELATE SUMMERS, FORMERLY KNOWN AS HAVOK.

AS I SAID BEFORE, McCOY, YOU ARE AN INTRIGUE.

YOU AND YOUR DARK DESCENDANTS MAY BE USEFUL AFTER ALL.

YOU SAY YOU HAVE ONE INSIDE OF X-FACTOR? THEY HAVE SOMETHING WHICH I DESIRE, SO...

...I BELIEVE I HAVE THE FIRST TASK TO AFFIRM YOUR CLAIMED FEALTY TO ME.

WHEN THEY FIRST MOVED INTO THEIR FALLS EDGE BASE OF OPERATIONS, FORGE AND VAL COOPER ACQUIRED A DEACTIVATED SENTINEL TO USE AS A TRAINING DEVICE FOR

X-FACTOR.

A TEAM EFFORT MADE SHORT WORK AND MANY SMALL PIECES OF THIS GOVERNMENT-OWNED MUTANT HUNTER.

SINCE THEN, FORGE HAS BEEN ATTEMPTING TO GET THE MECHANICAL GIANT BACK IN WORKING ORDER BEFORE ITS RETURN TO THEIR GOVERNMENT SPONSORS.

THIRTY SECONDS AGO, WHEN ALL SECURITY SIRENS AT THE COMPOUND BEGAN BLARING...

... X-FACTOR LEARNED THAT FORGE HAD BEEN SUCCESSFUL.

STAN LEE PRESENTS

THE TICKING CLOCK

HOWARD MACKIE/JEFF MATSUDA/AL MILGROM story & art

RICHARD STARKINGS AND COMICRAFT lettering GLYNIS OLIVER colors

KELLY CORVESE editor BOB HARRAS chief

THIS IS ONE HECKUVA WAKE-UP CALL YOU'VE GOT HERE FOR YOUR WEEKEND *"GUESTS"*, FORGE.

YOU KNOW WE MUTANT BOUNTY HUNTERS LIKE TO RISE AND SHINE EARLY BUT...

ALL PART OF THE FRIENDLY SERVICE HERE AT CLUB FED, *RANDOM.*

IF YOU WOULDN'T MIND TARGETING THE HEAD... MAYBE YOU CAN EARN YOUR ROOM AND BOARD.

ANYONE HAVE ANY IDEA HOW THIS THING POWERED UP?

NOT YET, *WILDCHILD.*

I WAS HEADING TO THE READY ROOM TO ANSWER AN INCOMING EMERGENCY TRANSMISSSION WHEN THE ALARMS STARTED SOUNDING.

"EMERGENCY TRANSMISSION" FROM WHO?

I NEVER MADE IT TO THE READY ROOM, *MYSTIQUE,* SO I DON'T KNOW.

LET'S DROP THIS THING AND GET YOU ON YOUR WAY THEN?

AND THIS TIME, MAYBE YOU *WON'T* HAVE TO PLAY THE MECHANICAL GENIUS AND PUT IT ALL BACK TOGETHER!

NICE SENTIMENT, *MYSTIQUE*, BUT AFTER HAVOK TOTALED IT, I BUILT A FAILSAFE DEVICE WHICH SHOULD HAVE PREVENTED IT FROM ATTACKING ANY OF *US* WITHOUT SPECIFIC OVERRIDE ORDERS FROM ME.

OBVIOUSLY, YOUR "*FAILSAFE*" FAILED.

MAYBE... BUT, EITHER WAY, YOU AND I ARE WASTING OUR TIME POPPING CAPS AT THIS THING.

POLARIS, *SHARD* OR EVEN RANDOM STAND A CHANCE, BUT US...

... OUR BEST BET IS TO PICK UP SOME HEAVIER FIREPOWER BY CALLING IN SOME REINFORCEMENTS.

YOU CALLING UP THE X-MEN?

NO, WE'VE GOT A HEAVY HITTER RIGHT DOWN-STAIRS.

MYSTIQUE, WHILE I'M HEADING FOR THE READY ROOM, CAN YOU --

NOT *HIM*?

WE NEED HIM. YOU AND I ARE THE ONLY ONES THAT CAN BE SPARED FROM THIS BATTLE.

WONDERFUL...

I'LL GET HIM, BUT DON'T EXPECT ME TO BRING HIM UP ALIVE.

SUB-BASEMENT FAR BELOW FALLS EDGE.

HERE, THREE HUNDRED POUNDS OF MUSCLE, RAGE AND KILLER INSTINCT ARE HELD IN CHECK BY CEILING AND FLOOR SENSORY GRIDS WHICH TRACK AND RECORD HIS EVERY MOVEMENT.

A GOVERNMENT PRISONER, **SABRETOOTH** HAS BEEN ASSIGNED TO X-FACTOR TO ASSIST THEM IN THEIR UPCOMING MISSIONS AS A NEW MUTANT MILITIA.

EVEN BEFORE THE DOOR TO HIS CELL SLIDES OPEN, **VICTOR CREED** CAN SMELL THE MIXTURE OF FEAR AND HATE EMANATING FROM HIS VISITOR.

AND IT MAKES HIM SMILE.

HSS

IT WOULD BE SO EASY, CREED.

SURE IT WOULD, RAVEN.

THEY MIGHT PULL YOU OUT OF X-FACTOR, BUT LET'S FACE IT...

... NO ONE IS GOIN' TO SHED ANY TEARS OVER MY BRAINS BEING SPLATTERED ALL OVER THE WALL.

BUT YOU AIN'T GOIN' TO DO IT.

NO MORE THAN I'M GOIN' TO RIP THAT PRETTY LITTLE HEAD OFF YOUR SHOULDERS.

'CAUSE YOU WANT TO STAY RIGHT HERE. THIS IS THE BEST PLACE FOR BOTH OF US. A PLACE WHERE WE CAN HIDE IN PLAIN SIGHT AND BIDE OUR TIME UNTIL WE SEE WHICH WAY THE WIND IS BLOWIN'.

YOU GOT YOUR AGENDA JUST LIKE I GOT MINE.

SO PUT AWAY THE GUN. IDLE THREATS WERE NEVER YOUR STYLE.

THERE YOU GO. I KNOW YOU JUST LIKE THE BACK OF MY LEFT ONE.

IF THAT WERE TRUE, CREED...

... YOU'D KNOW I'D NEVER TAKE YOU OUT WITH A GUN...

... WHEN I COULD DO IT UP CLOSE AND PERSONAL.

NICE TO SEE YA GETTIN' BACK TO TAKIN' ADVANTAGE OF YOUR SHAPESHIFTIN' POWERS LIKE YOU DID IN THE GOOD OLD DAYS.

BACK WHEN YOU AND I SHARED MORE THAN GOOD TIMES.

FUNNY, I DON'T REMEMBER ANY *GOOD* TIMES.

WHATEVER YOU SAY, BABE. SO WHAT'S IT GOIN' TO BE? DO WE END IT HERE AND LET YOUR BOYFRIEND AND THE OTHERS FEND FOR THEMESELVES UP THERE?

DON'T ACT SO SURPRISED. I'VE SEEN THE WAY YOU LOOK AT FORGE, EVEN IF HE DOESN'T. AND I KNOW BETTER THAN ANYONE WHAT THAT LOOK MEANS.

IF IT MEANS ANYTHING, IT MEANS YOU'RE OUT OF THE LOOP. NOW, SHUT UP AND LET'S GO.

WE STILL GOT THE MAGIC, DARLIN'.

IN YOUR DREAMS.

EV-ER-REE NIGHT!

SO WHAT'S WITH THE LIGHT SHOW?

IT'S THE TRANS-DIMENSIONAL TELEPORTATION PORTAL OF YOURS TRULY, FATALE! IT ALLOWS ME TO GET FROM HERE TO WHEREVER REAL QUICK.

McCOY GAVE ME ORDERS TO TAKE YOU TWO OUT OF THE FIGHT EARLY.

GET READY FOR THE RIDE OF YOUR LIFE, KIDDIES!

MINUTES LATER...

Y'KNOW I HATE TO STATE THE OBVIOUS, BUT... WE'RE NOT DOING SO GOOD. ANY WORD ON THE BACK-UP?

I HAVE NO IDEA WHAT'S KEEPING MYSTIQUE AND SABRETOOTH, KYLE. LET'S JUST KEEP THE SENTINEL BUSY WHILE STAYING ALIVE.

BELIEVE ME... I'M TRYING!

I WOULDN'T COUNT ON YOUR BACK-UP PLAYERS, FOLKS, 'CAUSE THEY'RE NOT ANYWHERE YOU'RE GOING TO FIND THEM!

BUT NOT TO WORRY... I'M HERE! BUT I DIDN'T COME TO KILL YOU... OR YOU WOULD HAVE ALL WOKEN UP DEAD.

I CAME TO PICK UP ROBBIE THE ROBOT HERE.

AND, NO OFFENSE, BUT I'M NOT PLANNING ON BRINGING THE REST OF YOU ALONG FOR THE DATE.

ALTHOUGH YOU LOOK MY TYPE, BOUNTY HUNTER. WANT TO JUMP IN?

NO, I'M EXACTLY WHERE I BELONG.

ARE YOU NOW?

WELL ISN'T *THAT* INTERESTING.

BYE, FOLKS. IT'S BEEN REAL.

SHE'S GONE.

SHE TOOK OUT THE SECURITY AND COMMUNICATION SYSTEMS BEFORE RECONFIGURING THE SENTINEL'S PROGRAMMING.

WE WOULDN'T HAVE BEEN ABLE TO CONTACT THE X-MEN EVEN IF WE WANTED TO.

HOW COULD THIS HAPPEN WITHOUT ANY OF US BEING AWARE?

I DON'T KNOW, POLARIS, BUT WE'VE GOT TO GO AFTER THAT SENTINEL. I THINK I CAN STILL TRACE THE ENERGY SIGNATURE FROM THE FAILSAFE DEVICE I PLANTED IN IT.

WHAT HAPPENED TO MYSTIQUE AND SABRETOOTH?

WE'LL WORRY ABOUT THEM LATER.

A LOOSE SENTINEL IS EVEN MORE DANGEROUS THAN OUR TWO LOST COLLEAGUES. WE'VE GOT TO FIND IT BEFORE FATALE OR WHOEVER SHE'S WORKING FOR DISCONNECTS THE FAILSAFE.

LORNA! I DON'T WANT YOU TO GO ON THIS MISSION.

WHAT DO YOU MEAN, *YOU* DON'T WANT ME TO GO? OF COURSE I'M GOING. COME ON, RANDOM, WE'RE IN A HURRY.

YOU DON'T KNOW WHAT YOU'RE UP AGAINST.

AND *YOU* DO? FATALE SEEMED TO KNOW YOU... *HOW?*

REMEMBER WHAT I DO FOR A LIVING? I WAS SENT AFTER HER ONCE, AND I'M TELLING YOU... SHE'S *DANGEROUS.*

COME ON... WE'RE GOING... *WITH* OR *WITHOUT* YOU.

"WHAT ABOUT THE EMERGENCY TRANSMISSION?"

"MONITORS ARE SHOWING THAT THE COM ROOM SYSTEM WAS TAKEN OUT RIGHT AFTER SECURITY. IN ALL LIKELIHOOD THE MESSAGE IS LOST FOREVER.

"I JUST HOPE WHOEVER WAS TRYING TO CONTACT US GOT THROUGH TO *SOMEONE.*"

EMERGENCY TRANSMISSION

ALEX?! KURT?

-- MANSION ->SKSHSHZK<- MASSIVE DAMAGE ->SKZKKXZK<-

-- ->SKZX<- BOTH TEAMS DECIMATED ->SKZX<- --

-- ->SKZX<- PROFESSOR XAVIER -- INSANE ->SZXX<- --

-- JUGGERNAUT ->SKZX<- FIRST TO DIE ->SZXX<- DIE DIE --

HALF AN HOUR LATER, AT THE BRAND CORP.

THIS IS WHERE THE SIGNAL ENDS.

JUST GIVE THE WORD AND I'LL PUT A MAGNETIC PULSE THROUGH THESE DOORS THE SIZE OF NEVADA.

WAIT, POLARIS. I'M PICKING UP A WIDE ARRAY OF ENERGY READINGS FROM INSIDE AND I'D LIKE TO SORT THEM OUT BEFORE WE GO KICKING IN ANY DOORS.

I'M GOING TO SCOUT AROUND BACK AND SEE IF I CAN GET A BETTER READING ON THE SIGNALS.

WHAT'S WRONG WITH YOU, LORNA? IT ISN'T LIKE YOU TO BE SO RECKLESS!

AND WHERE DID *THAT* EVER GET ME?

I APPRECIATE ALL THIS CONCERN, RANDOM...

... BUT RIGHT NOW THE LAST THING I NEED IS AN OVER- PROTECTIVE BIG BROTHER. YOU'RE NOT PART OF X-FACTOR. YOU *DON'T* HAVE TO BE HERE!

GUYS!

WHAT IS IT, KYLE?

... *HEATING UP!* IT'S GOING TO --

IT'S... THE DOOR, *SHARD*. I COULD SWEAR IT'S... IT'S...

SHAKOOM

NO... IT CAN'T BE. NOT *YOU!*

GET USED TO IT, POLARIS. YOUR BOYFRIEND IS *MINE* NOW.

HAVOK CAME TO MY ARMS AFTER HE BAILED OUT ON YOU LOSERS.

YOU NEVER HAD *ANYTHING* TO OFFER HIM. YOU COULDN'T EVEN HELP HIM GET HIS POWERS UNDER CONTROL.

THAT'S ALL DIFFERENT NOW. NOW HE'S GOT THE CONTROL, A NEW *ATTITUDE* AND...

... AN OVERWHELMING DESIRE TO FRY YOUR SORRY BUTTS.

YOU SHOULD HAVE LEFT WELL ENOUGH ALONE. ALL WE WANTED FROM YOU WAS THE SENTINEL.

NOW WE'RE GOING TO HAVE TO *KILL* YOU.

ALEX? TALK TO ME.

ALL I'VE HEARD ARE *HER* WORDS.

THIS ISN'T YOU, ALEX.

WHAT IS IT... MIND CONTROL? BRAIN-WASHING?

GIVE ME A SIGN, ALEX. WE... I... WILL HELP YOU BEAT THIS THING.

DO IT, SUMMERS.

LORNA, I DON'T THINK THIS IS A GOOD IDEA.

SHE'S LYING... PLAYING WITH YOUR HEAD. ALEX DIDN'T *LEAVE* YOU. THEY *TOOK* HIM BUT...

... NOTHING YOU SAY TO HIM WILL BREAK THROUGH THE BRAIN-WASHING. THE ALEX YOU KNEW IS *GONE.*

WHAT?

HOW DO YOU *KNOW* WHAT'S HAPPENED TO ALEX?

I... er... CAN JUST TELL. LOOK AT HIM. LOOK AT THE *HATE* IN HIS EYES. HE'S *DANGEROUS.*

NOT TO *ME* HE'S NOT. ALEX WOULD NEVER --

POLARIS'S WORDS ARE CUT OFF AS THE MAN SHE LOVES SUPER-CHARGES THE AIR AROUND HER WITH AN INTENSE HEAT.

MANY TIMES IN THE PAST, SHE HAS WITNESSED HAVOK USE HIS MUTANT POWER TO CONVERT AMBIENT COSMIC ENERGY INTO A CONTROLLED PLASMA BURST.

BUT NEVER IN HER WORST NIGHTMARES HAS SHE IMAGINED HE WOULD TURN HIS POWERS AGAINST HER.

INSTINCT TAKES OVER WHERE POLARIS'S HEART HAS LEFT OFF AND, THROWING UP A MAGNETIC SHIELD, SHE MANAGES TO DEFLECT THE BRUNT OF THE IMPACT.

ALEX... DONT... DO THIS!

Oh, STOP WHINING! IT'S EMBARRASSING!

I'VE BEEN AUTHORIZED TO CUT A DEAL WITH YOU.

DROP THE MAGNETIC SHIELD AND TURN YOURSELF OVER TO US AND YOU LIVE.

THE BOSS IS ALWAYS LOOKING FOR A FEW MORE LOYAL SUBJECTS FOR HIS GENETIC PLAYROOM.

THE BRIGHT SIDE IS YOU'D GET TO LIVE *AND* BE WITH YOUR BOYFRIEND.

ALEX... LISTEN TO ME. YOU *DON'T* WANT TO DO THIS. IT'S ME, ALEX... *LORNA.*

Oh YEAH... THAT'LL WORK. DIDN'T YOU *HEAR* WHAT RANDOM JUST SAID?

ENOUGH OF THIS.

RANDOM. TIME TO GET TO WORK. AND DON'T GIVE ME ANY MORE OF THAT *"I'M EXACTLY WHERE I BELONG"* GARBAGE.

YOU HAD NO PROBLEM BRINGING SUMMERS TO THE BOSS, SO DON'T BE GETTING ALL LOYAL NOW.

RANDOM? WHAT IS SHE TALKING ABOUT?

I'M SORRY, LORNA. I DIDN'T WANT IT TO BE THIS WAY, BUT I'VE GOT NO CHOICE.

LOWER THE SHIELD, LORNA. I WON'T LET THEM HURT YOU... I PROMISE.

DO IT *NOW*, OR WILDCHILD BUYS IT.

AT THAT MOMENT, FORGE, ON THE TRAIL OF THE SENTINEL ENERGY READINGS, HAS DISCOVERED AN AIR SHAFT LEADING TO THE INTERIOR OF THE FACILITY.

I SHOULD RECON WITH THE OTHERS, BUT THE ENERGY READINGS ARE JUMPING OFF THE SCALE.

GOT TO FIND OUT WHAT WE'LL BE UP AGAINST BEFORE I LEAD THEM INTO --

OMIGOD!

THERE ARE DOZENS OF THEM AND THEY'RE ALL BEING PROGRAMMED TO LAUNCH.

BUT THE OPERATION CONFIGURATIONS... THEY'RE NOT IN ANY KNOWN GOVERNMENT CODE. BY THE GREAT SPIRIT! THEY'RE BEING PREPARED FOR LAUNCH AT --

AH, THE EVER INQUISITIVE FORGE.

THE MAN MORE COMFORTABLE WITH MACHINES THAN WITH OTHERS OF HIS OWN KIND.

IT IS BEYOND MY KEN TO COMPREHEND *WHY* ANY MUTANT WOULD SEEK TO PREVENT ONSLAUGHT FROM OBTAINING HIS GOAL. ESPECIALLY *YOU*, FORGE.

ONSLAUGHT?

YOU ARE TRULY IN THE DARK. UNFORTUNATELY YOU WILL NOT LIVE LONG ENOUGH TO LEARN THE TRUTH.

MEANWHILE...

IT'S *OVER*, FATALE.

I GAVE HER MY WORD. NOW CALL OFF HAVOK.

I DON'T BELIEVE YOU CAN'T HEAR ME, ALEX.

I DON'T BELIEVE YOU CAN'T FIGHT WHAT-EVER IT IS THEY'VE DONE TO YOU.

THEY CAN'T TURN YOU INTO SOMETHING YOU AREN'T.

FIGHT IT, ALEX... FOR ME!

AND *YOU!*

RANDOM, YOU WERE MY *FRIEND!* I TRUSTED YOU! CONFIDED IN YOU! AND YOU WERE IN ON IT ALL ALONG!

WERE YOU LAUGHING AT ME THE ENTIRE TIME? ARE YOU PROUD OF YOURSELF?

Oh MY, I THINK I I'M GOING TO CRY! NO! WAIT!

I THINK I MIGHT BE *SICK* INSTEAD.

JUST KILL THEM ALREADY.

NO!

I GAVE MY WORD. KILLING WAS *NOT* PART OF THE BARGAIN!

GUESS WHAT, KIDDO... IT *IS* NOW!

AND IN CASE YOU HAVEN'T FIGURED IT OUT YET... YOUR WORD DOESN'T COUNT FOR SQUAT AROUND HERE.

PRELATE SUMMERS, IF YOU PLEASE...

BUT, BEFORE HAVOK CAN ONCE AGAIN TURN ON HIS FORMER FRIENDS...

KRAKKOOM

X-FACTOR! THIS PLACE IS *FULL* OF SENTINELS! THEY'VE BEEN RECONFIGURED TO ATTACK HUMANS AND THIS MADMAN IS GOING TO LAUNCH THEM ON NEW YORK CITY!

WE'VE GOT TO STOP THE LAUNCH AT ALL COSTS!

IT IS NOT *ME* WHO IS THE *MADMAN*, FORGE. THE NAME IS *POST*, FAITHFUL SERVANT OF *ONSLAUGHT!*

YOU CAN NO SOONER STOP THE LAUNCH OF THE SENTINELS THAN YOU CAN STOP ME WITH THESE ENERGY BLASTERS OF YOURS!

THE SENTINELS *WILL* BE LAUNCHED, THESE AND *OTHERS* WHICH HAVE BEEN RECONFIGURED AT HIDDEN BASES AROUND THE COUNTRY.

THE ONSLAUGHT BEGINS.

I'M SORRY, ALEX... EVEN THOUGH I KNOW YOU WOULDN'T BE A PART OF THIS OF YOUR OWN FREE WILL...

... I CAN'T LET THE SENTINELS BE LAUNCHED.

EVEN IF IT MEANS FIGHTING *YOU!*

A MAGNETIC PULSE FLARES FROM POLARIS' BODY AND...

...PULLS ALL METAL FROM THE SURROUNDING EARTH.

CHUNKS OF ORE AND LONG-BURIED DEBRIS OF ALL SORTS IMMEDIATELY RISE FROM THE GROUND AND FLY TOWARD THE ENEMIES OF X-FACTOR.

BUT POLARIS KNOWS THAT HER DISPLAY OF POWER WILL SERVE AS LITTLE MORE THAN A DISTRACTION.

ONE WHICH WILL ALLOW THE REST OF X-FACTOR TO DEAL WITH THEIR FOES.

EVEN AS THE BATTLE RAGES ALL AROUND, LORNA DANE KNOWS THAT THE DAY WILL BE DECIDED BY HERSELF AND HAVOK.

IN A SUDDEN RELEASE OF THEIR POWERS, THE TWO LOVERS STRIKE OUT AT ONE ANOTHER.

SHE STARES INTO THE EYES SHE HAS KNOWN SO WELL...

...EYES ONCE FILLED WITH LOVE AND DESIRE FOR HER.

NOW FILLED ONLY WITH HATRED.

IN THAT SPLIT SECOND SHE FALTERS.

AND FAILS.

KNOWING FULL WELL THAT SHE IS ABOUT TO DIE BY A HAND WHICH ONCE SHOWED HER ONLY TENDERNESS...

NO!

I *WON'T* LET YOU KILL HER, ALEX!

THEN...

...I SHALL KILL YOU!

TOOK A DIRECT HIT.

CAN'T HOLD MY BODY'S MOLECULAR STRUCTURE TOGETHER.

UNRAVELING INTO MY TRUE FORM.

Oh NO! NO ONE'S EVER SEEN ME THIS WAY!

I'M SORRY, LORNA... NEVER WANTED YOU TO SEE ME LIKE... THIS.

McCOY... HE PROMISED... THIS WOULDN'T HAPPEN AGAIN... PROMISED...

...HE'S GONNA KILL US ALL NOW.

RANDOM? WHAT ARE YOU?

WHO ARE YOU?!

ALEX, PLEASE STOP THIS! LOOK AT RANDOM NOW! HE'S NO THREAT.

I KNOW YOU, ALEX. BETTER THAN FATALE AND WHO-EVER IT IS WHO DID THIS TO YOU.

MAYBE EVEN BETTER THAN YOU KNOW YOURSELF.

AND I KNOW THAT IF THERE IS EVEN A *SPARK* OF *ALEX SUMMERS* LEFT IN YOU...

... YOU WILL FIGHT THIS THING.

I LOVE YOU, ALEX.

I CAN'T LOSE YOU THIS WAY. IF IT WAS YOUR OWN DECISION TO LEAVE, *THAT* I COULD HANDLE.

BUT IT'S NOT YOUR CHOICE TO LEAVE OR TO KILL.

I DON'T WANT TO LIVE IN A WORLD IN WHICH THERE IS NO HOPE THAT I CAN HAVE YOU BACK.

AND IF YOU LET THIS THING HAPPEN TODAY... IF YOU TAKE ONE LIFE... IF YOU GIVE IN TO WHAT THEY'VE DONE TO YOU...

... I KNOW THAT YOU'LL BE KILLING THE ALEX SUMMERS THAT I LOVE.

YOU'RE HESITATING.

YOU WON'T DO IT.

I KNEW IT!

ALEX, FORGIVE ME FOR...

...THIS!

I KNEW YOU *WOULDN'T* DO IT. I KNEW I COULD *REACH* YOU, BUT I CAN'T RISK YOUR LOSING CONTROL AGAIN.

MAYBE...

... NOT.

KEEP FIGHTING IT, ALEX.

MY MAGNETIC CONTAINMENT FIELD WILL HELP!

WE'RE STRONGER THAN THEY ARE.

THIS BATTLE BORES ME.

I GO NOW TO JOIN ONSLAUGHT IN HIS FINAL GLORY.

YOU FOUGHT VALIANTLY, X-FACTOR.

BUT, ULTIMATELY...

... YOU HAVE FAILED.

LORNA, I'M SOR--

DON'T SAY IT AGAIN, RANDOM.

WE STILL CAN DO IT. IF WE GET TO THE LOGIC BOARD OF JUST ONE SENTINEL, I CAN PLANT A RETRO-VIRUS WHICH WILL DISABLE THEM ALL BEFORE --

RUMMBLE

DANGER KEEP

THE ONSLAUGHT BEGINS.

FOR SENTINEL LANDINGS SEE CURRENT ONSLAUGHT RELATED TITLES -- Kelly.

MOMENTS AGO, SABRETOOTH AND MYSTIQUE WERE RUNNING THROUGH A CORRIDOR OF X-FACTOR'S FALLS EDGE COMPOUND.

YOU WANNA TELL ME WHAT JUST HAPPENED?

NOT *EVEN* IF I KNEW!

NOW THEY ARE IN...

FREE FALL

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IN THE SAME SITUATION, MOST OTHERS WOULD GIVE IN TO THEIR FEARS AS THEY PLUMMET INTO A DARK ABYSS.

AS THE BLACKNESS ENVELOPS THEM, THESE TWO HARDENED KILLERS PUSH DOWN THE TERROR AND DO THAT WHICH THEY DO BEST...

...ADAPT AND SURVIVE.

FOR MYSTIQUE, SURVIVAL COMES BY USING HER ABILITY TO SHAPE SHIFT ANY PART OF HER BODY AS THE NEED ARISES.

HER EYES TAKE ON A CAT-LIKE APPEARANCE AND SUDDENLY, WELL ENOUGH TO KNOW THAT SHE HAS ONE CHANCE OF SURVIVAL.

HER HAND MORPHS INTO A CLAW-LIKE APPENDAGE AND...

...SHE SAVES HERSELF WITH NO THOUGHT OF WHAT WILL HAPPEN TO HER COMPANION-IN-ARMS.

BUT SABRETOOTH CAN TAKE CARE OF HIMSELF.

CREED! LET... GO... OF... ME!

I CAN'T... SUPPORT YOUR WEIGHT!

WE'LL BOTH FALL!

LET GO...

...OR THIS TIME I WILL KILL YOU.

THEN THAT'S WHAT IT'S GOING TO BE, SWEETIE, 'CAUSE I AIN'T TAKIN' THIS DIVE ALONE.

GO FOR IT! BUT I PROMISE...

...I'M TAKING YOU WITH ME.

WE'RE TWO OF A KIND... IT'S ONLY FITTIN' THAT WE GO OUT TOGETHER.

THWAK

TAKE THE ROPE.

LOOKS LIKE WE GOT US A GUARDIAN ANGEL.

THE ONLY PROBLEM WITH THAT IS...

... I CAN'T SAY I TRUST ANYONE WHO'D HELP US.

WELL ARTICULATED, MY HOMICIDAL COMRADE.

BUT I DO ASSURE YOU THAT MY VERACITY IS BEYOND REPROACH.

SOMETHIN' FAMILIAR ABOUT THE VOICE, BUDDY.

→SNIFF← →SNIFF← AND YOUR SCENT... FAMILIAR, YET..?

ILLUMINATION OF YOUR MANY OBVIOUS QUESTIONS SHALL BE FORTHCOMING.

STEP INTO THE LIGHT SLOWLY...

... HANDS IN THE AIR...

... AND START SPEAKING ENGLISH. YOU WOULDN'T WANT TO GO IRRITATING MR. CREED... WOULD YOU?

I SAY WE JUST GUT HIM AND BLOW OUT OF HERE.

USE YOUR *HEAD* FOR A CHANGE, CREED. WE DON'T KNOW *WHERE* WE ARE... HOW WE GOT HERE... AFTER WE GET THOSE ANSWERS...

... THEN WE CAN KILL HIM.

SEE, DEAR LADY, YOU TWO *DO* SPEAK MY LANGUAGE. WELL... MAYBE NOT QUITE SO ELOQUENTLY, BUT EMPIRICALLY.

THUS, I BELIEVE WE MAY BE ABLE TO UNDERSTAND EACH OTHER.

HANK McCOY?

THE *BEAST?*

WONDERFUL! NOW WE *KNOW* WHO. I SAY WE JUST GUT THE BLUE-BACKED FREAK AND TRY TO FIGURE OUT...

PLEASE... BEFORE WE RESORT TO AN ILL-FATED PUGNACIOUS ENCOUNTER... HEAR ME OUT. FOR I BELIEVE I HAVE AN...

... OFFER YOU CAN'T REFUSE!

WOULD IT BE INJURIOUS TO FOLLOW ME AND HEAR THAT WHICH I HAVE TO OFFER?

PERHAPS I COULD PROVIDE SOME SMALL TOKEN OF MY GOOD INTENT?

BUT FIRST ALLOW ME TO SHOW YOU MY HUMBLE ABODE WHERE PERHAPS, SOME OF YOUR IMMEDIATE CONCERNS CAN BE ASSUAGED.

AS YOU CAN SEE, YOUR X-FACTOR CAPTORS... AND I DO PREFER TO THINK OF THEM AS YOUR CAPTORS, FOR I KNOW WITHOUT THE THREAT OF CRIMINAL PROSECUTION AND RESTRAINING DEVICES, THE TWO OF YOU WOULD NEVER WILLINGLY ASSIST SUCH AN AGENCY.

BUT I DIGRESS.

AS YOU CAN SEE, THEY ARE WELL... OTHERWISE OCCUPIED AT THE TIME.

I CAN ALSO SEE WHAT LOOKS TO BE YOUR FURRY MUG UP THERE, McCOY.

BUT, ALAS, I AM NOT, AND PLEASE PARDON THE MILD ATTEMPT AT A WITTICISM, THE ***REAL*** McCOY, MY OBSERVANT Mr. CREED.

NO, FOR YOU SEE, MINE IS A HUMBLER AND, DARE I SAY, FAR SUPERIOR VERSION TO THAT OF HE WHO IS KNOWN AS THE BEAST.

BUT WHAT I AM IS A MODEST MAN WITH MODEST NEEDS, CONTENT TO BE BUT A FOOT SOLDIER IN ANOTHER'S QUEST FOR WORLD DOMINATION.

AS OF LATE, I HAVE TAKEN UP WITH HE WHO I BELIEVE WILL SOON DOMINATE THIS EARTHLY PLANE.

HIS NAME IS ONSLAUGHT, AND I AM HERE TO RECRUIT YOU ON HIS, AND PERHAPS MY, BEHALF.

NO. NO. DO NOT ANSWER PREMATURELY.

FOR I DID PLEDGE PROOF OF MY GOOD INTENT.

AND PROOF YOU SHALL HAVE.

FATALE! I SEE YOU AND THE OTHER DARK DESCENDANTS HAVE FALLEN BEFORE X-FACTOR.

THIS IS A DISAPPOINT-MENT.

BUT THE OBJECTIVE HAS BEEN ACCOMPLISHED.

NOW, IF YOU WOULD BE SO KIND AS TO TELEPORT THE NATIVE AMERICAN LEADER OF THAT LITTLE BAND...

...PERHAPS I SHALL BE ABLE TO FIND ROOM IN MY HEART TO FORGIVE YOU AND THE OTHERS FOR YOUR GROSS INCOMPETENCE.

IS IT NOT A JOY TO HAVE SUCH LOYAL FOLLOWERS?

IT MAKES ME WARM ALL OVER TO KNOW THAT FATALE, *MASTER ASSASSIN* AND *MUTANT TELEPORTER*, IS SO ***EAGER*** TO PLEASE.

SHE IS A GOOD LASS.

OH, YES... WHERE WERE WE...

OF COURSE... ***FORGE!***

IF MY OBSERVATIONS HAVE BEEN CORRECT, AND I ASSURE YOU THEY HAVE BEEN, AS OF LATE HE IS THE MAN RESPONSIBLE FOR SO MUCH DISCOMFORT IN BOTH OF YOUR LIVES.

SOMETHING ***SHOULD*** BE DONE ABOUT HIM... DO YOU NOT CONCUR?

BUT FIRST I HAVE ANOTHER GIFT FOR YOU BOTH.

STAND STILL NOW.

I ***DO*** APOLOGIZE FOR THE MOMENTARY DISCOMFORT, BUT I ASSURE YOU THERE WILL BE NO LASTING EFFECTS.

YOU WILL FIND THAT THE PESKY INHIBITOR COLLAR AND THE NEURAL IMPLANT YOU BOTH HAVE ARE NOW DEFUNCT.

WHICH BRINGS US BACK TO FORGE AND MY FIRST OFFERING.

KZZT

ARGH! ARGH!

KILL HIM.

WITH MY BLESSINGS.

DO SO AND WE CAN MOVE ON TO THE BUSINESS AT HAND...

... JOINING ONSLAUGHT ON HIS FORWARD MARCH TO GLORY.

HE TALKS TOO PRETTY, I DON'T TRUST HIM. HE'S LYING!

THERE'S ONLY ONE WAY TO FIND OUT FOR SURE.

WE WOULDN'T BE WORKING FOR THE GOVERNMENT ANYMORE.

WOULDN'T BE SANCTIONED OPERATIVES.

WOULDN'T BE ABLE TO USE THEM FOR OUR OWN PURPOSES.

NO, WE WOULD NOT.

OH WELL... LET'S DO IT!

PTOOM

WELL SAID.

I'VE ALWAYS WANTED TO THIS TO THE REAL BEAST.

WONDER IF IT WILL BE AS SATISFYING WITH YOU?

YOU IGNORANT LOUT! I'LL GARROTE YOU WITH YOUR OWN INTESTINES!

HEY, YOU WERE RIGHT... WE *DO* SPEAK THE SAME LANGUAGE.

YOU COULD HAVE KILLED ME, RAVEN. WHY..?

I WOULDN'T GET ALL TEARY - EYED IF I WERE YOU, FORGE. YOUR DEATH *DOESN'T* SUIT MY PURPOSES YET.

WHATEVER YOU SAY, BUT...

...I THINK THERE'S MORE TO IT THAN THAT.

SAYS YOU.

WE'VE GOT TO GET OUT OF HERE... FIND THE REST OF X-FACTOR... GET TO MANHATTAN AND DO WHATEVER WE CAN AGAINST THE SENTINELS.

LET'S GET CREED.

IF WE'RE LUCKY THEY'LL DISEMBOWEL EACH OTHER.

SAVE ME THE TIME OF DOING IT LATER.

ENOUGH, CRETIN! I WILL NOT HAVE YOU SQUANDER MY TIME ANY LONGER!

SHRAK

IT APPEARS I MISJUDGED YOU ALL.

THIS *IS* AN INDISCRETION I SHALL SOON REMEDY.

GOOD-BYE, GENTLE FOLK, MAY YOU BURN IN THE ETERNAL FLAMES OF...

WHAT'S THIS?

MYSTIQUE? DEAR WOMAN, IT APPEARS THAT THERE ARE STILL ONE OR TWO SURPRISES LEFT IN YOU.

EVEN I, MASTER GENETICIST THAT I AM, HAD NOT SUSPECTED YOU OF SUCH *MASTERY* OVER YOUR METAMORPHIC MUTANT STRUCTURE.

TRULY MASTERFUL. WHAT I WOULD NOT GIVE TO SPEND TIME WITH *YOU* IN MY LABORATORY.

MYSTIQUE?

AS HE SAID... I'M FULL OF SURPRISES.

INDEED YOU ARE, BUT, MY DEAR...

I AM AFRAID THAT YOU WILL SOON BE IN NO CONDITION TO DISPLAY THE REST OF YOUR TALENTS.

SHRAK

GUESS THIS LEAVES JUST YOU AND ME, FORGE.

WOULD IT NOT BE A SHAME FOR TWO MEN OF SCIENCE SUCH AS OURSELVES, TO RESORT TO COMMON FISTICUFFS?

I DON'T KNOW WHAT HAS HAPPENED TO YOU, BEAST, BUT THE TIME FOR TALKING IS DONE.

IS THAT SO?

THAT IS A SHAME, FOR I DO SO LOVE WORDS.

THEN AGAIN, I DO SO LOVE THE WARM STICKY FEELING OF BLOOD AS WELL.

THAT MAKES TWO OF US.

LET THEM GO OR YOUR JUGULAR IS SHREDDED.

HOW DO I KNOW YOU WON'T KILL ME ANYWAY?

Oh, I *WILL*, BUT I THOUGHT YOU MIGHT STAND A FIGHTING CHANCE WITH BOTH HANDS FREE, DON'T *YOU?*

SHALL WE BEGIN?

WE'RE ALREADY *DONE!*

WHAT..? NO TEN-DOLLAR WORDS, BEAST?

NO WITTY VERBAL REPARTEE?

AREN'T YOU GOIN' TO DO *ANYTHING* OTHER THAN *BLEED?*

GUESS NOT.

WELL I'LL BE SAYING GOOD-BYE THEN...

... IN MY OWN *CRETINOUS* WAY.

SABRETOOTH! DON'T DO IT!

FORGET IT, FORGE. IN CASE YOU'VE FORGOTTEN... THE RESTRAINING COLLAR IS OFF.

I *NEED* TO KILL HIM.

I DON'T CARE ABOUT WHAT YOU NEED, BUT WE NEED INFORMATION FROM HIM.

INDEED, FORGE. I COULD BE A VERITABLE *FOUNTAIN* OF INFORMATION.

REGARDING ONSLAUGHT... AND HOW TO FIND THE REAL HANK McCOY BUT I'M AFRAID YOU ARE FAR TOO LATE.

FATALE'S PORTALS APPEAR AT THE MOST CONVENIENT TIMES.

WHY'D YOU STOP ME, FORGE! HE'S GETTING AWAY!

FARE THEE-WELL, MY FEEBLE-MINDED FRIENDS.

BY THE TIME YOUR FIND YOUR WAY OUT OF THESE CATACOMBS, ONSLAUGHT WILL RULE THE WORLD AND...

...HANK McCOY WILL BE LONG DEAD.

NEXT ISSUE:
THE RE-MATCH OF THE CENTURY...BATTLE OF THE BEASTS

MARVEL® COMICS

X-MEN

SEP. '96 126

X-FACTOR®

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IMPACT 2™

THE BEAST® OR NOT THE BEAST®--

--THAT IS THE QUESTION.

Stan Lee Presents

THE BEAST WITHIN

THE BRAND CORPORATION, JERSEY CITY, NEW JERSEY.

MY NAME IS FORGE.

BUILDING IS WHAT I DO.

BUT SOMETIMES ONE MUST FIRST DESTROY BEFORE ONE CAN CREATE.

CASE IN POINT, ANY SHRED OF TRUST **MYSTIQUE** AND **SABRETOOTH** MAY HAVE GIVEN ME.

MACKIE: STORY
TRIMPE: LAYOUTS
RAFFAELE: PENCILS MILGROM: INKS
RS/COMICRAFT: LETTERS
OLIVER: COLORS MALIBU: ENHANCEMENT
CORVESE: EDITOR HARRAS: CHIEF

HAD NO TIME FOR ARGUMENTS, OR FOR ASKING THEM TO VOLUNTARILY SWITCH THEIR RESTRAINING DEVICES BACK ONLINE.

PULLED TOGETHER WHAT I COULD FROM McCOY'S LAB TO CREATE A MAKESHIFT DEVICE AND HIT THEM WHILE THEY WEREN'T AWARE.

THE HEADACHES WILL PASS.

IT'S NOT LIKE EITHER ONE OF THEM COULD BE ANGRIER ABOUT THEIR BEING FORCED TO WORK WITH **X-FACTOR** THAN THEY ARE ALREADY.

AND IT'S NOT LIKE I CARE. NOT WITH ALL THAT'S HAPPENED TODAY.

WE FAILED TO STOP THE SENTINEL LAUNCH.

WE'RE **NOT** GOING TO FAIL AT FINDING THE REAL **HANK McCOY** -- ALIVE.

OUR BEST BET WILL BE TO SPLIT UP. WE'VE GOT TWO TRACKERS -- WE'LL USE THEM BOTH.

I'LL TAKE SABRETOOTH. **WILDCHILD** WILL GO WITH **MYSTIQUE.**

POLARIS?

IT'S NOT LIKE I COULD DRAG HER AWAY FROM HERE NO MATTER WHAT WAS AT STAKE.

NOT WITH **THEM** HERE.

HAVOK AND **RANDOM.**

HAVOK WAS A MEMBER OF THIS MUTANT MILITIA FOR YEARS. HE AND POLARIS WERE LOVERS EVEN BEFORE THAT.

RANDOM THE MUTANT BOUNTY-HUNTER WORKED WITH US FROM TIME TO TIME, HE BONDED WITH POLARIS RIGHT AWAY.

BUT McCOY GOT TO ALEX, HE'S OBVIOUSLY BEEN **BRAINWASHED.** RANDOM..?

SEEMS HE'S BEEN WORKING FOR McCOY LONG BEFORE HE MET UP WITH X-FACTOR FOR THE FIRST TIME®. BUT **WHY** IS STILL A MYSTERY.

I DON'T HAVE MANY FRIENDS, BUT...

... ONCE I WOULD HAVE COUNTED ALEX SUMMERS AMONGST THEM.

SO I CAN IMAGINE HOW LORNA FEELS.

I COULDN'T DRAG HER AWAY FROM HIM IF I WANTED TO.

AND I DON'T.

SHARD WILL STAY WITH HER.

IF HAVOK AND RANDOM MANAGE TO BREAK FREE OF THE MAKESHIFT POWER-DAMPENING RESTRAINTS I PULLED TOGETHER, POLARIS AND SHARD ARE THE ONLY TWO OF US WHO WOULD STAND ANY REAL CHANCE OF TAKING THEM DOWN.

ALL AROUND THE CHEMISTRY COULDN'T BE MORE VOLATILE.

BUT LIKE I SAID...

... SOMETIMES YOU HAVE TO DESTROY TO CREATE.

A LITTLE CHANGE OF LUCK WOULDN'T HURT.

MOMENTS LATER...

LOOKS LIKE IT'S JUST YOU, ME AND THIS *GENE-TRASH.*

Ooh! SORRY, LORNA... I... um... FORGOT ABOUT YOU AND HAVOK.

DON'T WORRY ABOUT IT, SHARD.

RIGHT NOW -- OTHER THAN BETRAYED -- I DON'T KNOW HOW I FEEL ABOUT EITHER OF THEM.

I PROBABLY HAVE NEVER BEEN CLOSER TO ANY PEOPLE IN MY LIFE. WHAT THEY DID TO ME IS... OVERWHELMING.

SO I NEED A FAVOR FROM YOU.

IF THEY TRY ***ANYTHING.*** I WANT YOU TO HIT THEM.

HIT THEM ***HARD.*** WITH THE POWER THEY EACH POSSESS WE CAN'T AFFORD TO GIVE THEM ANOTHER CHANCE.

I'M NOT GOING TO HAVE A PROBLEM WITH THAT.

WHAT ABOUT YOU?

ME?

I DON'T KNOW. I JUST *DON'T KNOW.*

KEEP WITHIN THE NETWORK OF TUNNELS WHICH HONEYCOMB THE ABANDONED BRAND CORPORATION FACTORY.

NEVER THOUGHT WE'D BE WORKIN' THIS CLOSELY AGAIN... DID YOU, MYSTIQUE?

WHAT I MISS ABOUT THE TIMES WE SPENT TOGETHER IS ALL THOSE HOURS OF JUST YOU AND ME SHOOTING THE BREEZE.

SO HOW'S ABOUT WE CATCH UP ON OUR *PERSONAL* LIVES?

MY HEAD IS STILL SPLITTING AND I'M IN *NO* MOOD.

THAT'S WHAT I LOVE ABOUT YOU. THE WAY YOU GET THAT *WARM* GLOW IN YOUR EYES WHEN YOU JUST WANNA SLIT MY THROAT.

SHUT... *UP!*

TELL ME... HOW IS IT THAT A BEAUTIFUL, BLUE-SKINNED BABE LIKE YOURSELF HAS NEVER SETTLED DOWN? BET *YOU'D* MAKE ONE FINE MOM, MISTY.

YOU *DON'T* WANT TO KNOW WHAT KIND OF MOTHER I'D MAKE.

OR MAYBE YOU DO?

MAYBE YOU'RE LONGING FOR THE MOMMY YOU NEVER KNEW. THE DADDY WHO DISOWNED YOU. IS THAT HOW IT IS?

DID THEY KICK YOU OUT.... WHEN THEY SAW THEIR LOVELY BOY TURN INTO AN UGLY MUTANT FREAK? DID YOU KILL THEM? IS THAT IT, WILD *FREAK?* DID YOU *EAT* MOMMY AND DADDY?

NO... IT WASN'T LIKE THAT AT ALL. I HAVE A COUPLE OF GREAT PARENTS. I KEEP MEANING TO WRITE. I OWE THEM, BUT...

LIKE I CARE? YOU'RE NOT ANY FUN ANYMORE, UGLY.

Huh? FLOOR'S DROPPING AWAY...

GOTCHA!

YOU'D BETTER WATCH YOURSELF, MYSTIQUE. NEXT TIME I MIGHT NOT BE SO FAST TO PULL YOU BACK FROM THE EDGE.

THIS TUNNEL IS A DEAD END. I'M PICKING UP A STRONG SCENT DOWN THERE THAT COULD BELONG TO THE BEAST, BUT WE'RE GOING TO HAVE TO FIND ANOTHER WAY DOWN.

MAYBE *NOT?*

HOLD ON TO MOMMA, UGLY. YOU'RE IN FOR THE *RIDE* OF YOUR LIFE.

MEANWHILE...

LOOKS LIKE THESE TUNNELS ARE RIGGED FOR INTRUDERS, FORGE.

BUT DON'T SWEAT IT.

THIS *IS* EXACTLY THE KIND OF THING YOU BROUGHT ME ALONG FOR... ISN'T IT?

OR WAS IT MY COLORFUL PERSONALITY?

CREED IS A CERTIFIABLE, SOCIOPATHIC, COLD-BLOODED KILLER.

THERE IS NO DOUBT IN MY MIND THAT HE IS BIDING HIS TIME UNTIL HE CAN OVERRIDE THE RESTRAINING COLLAR AND KILL US ALL.

HE EMBODIES EVERYTHING THAT'S DARK AND SINISTER IN X-FACTOR THESE PAST FEW MONTHS.

EVERYTHING THAT I DESPISE.

HEY! WHAT HAPPENED?

I KILLED THE POWER SOURCE.

I WAS JUST STARTING TO WORK UP A SWEAT... HAVE A LITTLE FUN... AND YOU WENT AND SPOILED IT.

LET'S KEEP MOVING.

I GET THE DISTINCT IMPRESSION YOU DON'T LIKE ME... DO YOU, FORGE?

AW, COME ON... YOU CAN TELL ME. WHAT DO YOU REALLY THINK OF ME?

HE AND MYSTIQUE, CONVICTED CRIMINALS, PLACED WITH WHAT IS SUPPOSED TO BE THE GOVERNMENT'S MUTANT MILITIA, WHY?

COME ON, FORGE, YOU'RE GONNA HAVE TO TALK SOONER OR LATER.

NO ONE IS GIVING ME ANSWERS.

WASHINGTON KEEPS THROWING MISSIONS OUR WAY AND HOPES WE WON'T HAVE TIME TO NOTICE WHAT'S GOING ON.

BUT I'M NOTICING.

NOTICING IT ALL.

WHAT WE'VE UNCOVERED ABOUT THE GOVERNMENT IMPLEMENTING THE HOUND PROGRAM DOES NOT BODE WELL FOR THE FUTURE OF MUTANTS.

AND IT ALL COMES BACK TO SABRETOOTH.

IF IT WASN'T FOR THAT LAST STRAW I'D PROBABLY HAVE BEEN WILLING TO BE THE GOOD SOLDIER AND OBEY ORDERS JUST BECAUSE THEY CAME FROM UNCLE SAM, BUT...

...CREED HAD ME THINKING ABOUT LEAVING X-FACTOR.

HOW COULD I CONTINUE TO SERVE ALONGSIDE HIM?

BUT NOW, WITH WHAT I'VE LEARNED OF ONSLAUGHT, AFTER SEEING THE REAL THREAT OTHER MUTANTS CAN BE TO THIS WORLD...

...I'M NOT SURE THAT THE NEW DIRECTION OF X-FACTOR IS SUCH A BAD IDEA AFTER ALL.

MAYBE WE DO NEED TO START POLICING OUR OWN.

AND I'M CERTAINLY NOT GOING TO LEAVE THAT JOB TO A KILLER LIKE HIM.

HEY, FORGE, YOU HEAR THAT?

NO, BUT THE ENERGY READINGS I'M GETTING HERE ARE GOING OFF THE SCALE.

YEAH, I'M THINKIN' IT'S TIME FOR US TO LEAVE THESE TUNNELS AND GO... STRAIGHT... THROUGH...

KRA KOOM

...HERE!

I'VE GOT YOUR BLUE-FURRED BUDDY'S SCENT, FORGE, BUT...

... I'D SAY HE'S MORE THAN JUST A LITTLE SINGED AROUND THE EDGES.

-- ENTIRE FLOOR... RIGGED... EACH OF YOUR STEPS... SENDING HIGH VOLTAGE CURRENT --

FRAZZAAT

... THROUGH MY BODY!

DO NOT... KNOW THAT I... CAN ENDURE... MUCH... LONGER... MUST... BE... FREED.

FRAZZAAT

FORGE AND SABRETOOTH FREEZE IN PLACE.

AND AS THEY DECIDE WHAT WILL BE THE BEST COURSE OF ACTION TO RESCUE THE BEAST...

... A SHADOW SEPARATES FROM THE RAFTERS ABOVE.

FORGE! STAY BACK --

FRAZZAAT

SILENTLY, ACROBATICALLY, DROPPING TOWARD THEM UNTIL...

... FATALE, MUTANT ASSASSIN, STANDS READY TO KILL.

I WAS HOPING I'D GET THIS CHANCE, CREED.

I *OWE* YOU.

SURE YOU DO, FRAIL. NOW YOU COME AND SEE IF YOU CAN DO ANY ***WORSE*** THAN YOU DID IN BANGKOK.

MAN, SABE, IS THERE ***ANYONE*** WHO DOESN'T HAVE A GRUDGE AGAINST YOU FOR SOME PAST THING?

WILDCHILD? ***MYSTIQUE?***

YEAH, PRETTY COOL, Huh?

WHO KNEW OL' RAVEN HAD IT IN HER?

CHECK IT OUT, FATALE. IT'S A BIRD! IT'S A PLANE! IT'S... IT'S...

IT'S MY ***FOOT!***

VERY CLEVER, MYSTIQUE. YOUR INHIBITOR IMPLANT HINDERS YOU FROM TAKING THE FORM OF ANY CURRENT X-MAN, BUT YOU'VE MORPHED INTO ARCHANGEL'S OLD WINGS WHICH WERE NEVER DOWNLOADED.

THIS IS A SIDE OF YOUR POWERS I HAVE ***NEVER*** SEEN BEFORE, RAVEN. I ***AM*** IMPRESSED.

EXCUSE ME!

BUT IF YOU WOULD BE SO KIND, MY GENETICALLY GIFTED FELLOWS. I ***AM*** IN NEED OF YOUR AID.

MEANWHILE...

CAN'T BRING YOURSELF TO LOOK ME IN THE *EYES* -- CAN YOU?

UH, POLARIS, I KNOW YOU'VE GOT SENIORITY IN THIS TIME PERIOD AND ALL, BUT, I WAS THINKING --

-- YOU MIGHT WANT TO MOVE A BIT AWAY FROM THE PRISONERS.

I'M FINE RIGHT WHERE I AM, SHARD.

YOU WOULDN'T HURT ME... WOULD YOU, RANDOM?

NEVER.

THAT IS... NO MORE THAN YOU ALREADY *HAVE!*

I NEVER WANTED TO DO THIS... ANY OF THIS... NOT TO *YOU.*

BUT McCOY... HE'S THE ONLY PERSON WHO HAS EVER TAKEN CARE OF ME.

FOR AS LONG AS I REMEMBER, HE'S BEEN WORKING TO HELP ME CONTROL MY MUTANT POWERS... TO GIVE ME A CHANCE AT *NORMALCY.*

WITHOUT HIM I WOULD BE NOTHING MORE THAN A PILE OF FORMLESS *GUNK.*

HE HELPED CREATE THE RANDOM IDENTITY, GAVE ME A LIFE. AND I REALLY DIDN'T THINK ANYTHING HE ASKED ME TO DO WAS *SO* BAD.

MAYBE I WAS STUPID TO HAVE TRUSTED HIM, BUT HE'S THE *CLOSEST* THING TO A FATHER I'VE EVER KNOWN. I REALLY HAD NO *CHOICE* IN THIS AT ALL.

BUT THAT'S THE THING WITH McCOY. HE NEVER MAKES YOU DO ANYTHING YOU REALLY DON'T *WANT* TO DO.

THAT'S WHY YOU'VE GOT TO WATCH IT WITH ALEX, LORNA.

SURE McCOY PLAYED AROUND WITH HIS HEAD A LITTLE BIT, BUT NONE OF IT WOULD HAVE TAKEN UNLESS HE'D KEYED INTO SOMETHING THAT WAS ALREADY THERE.

BE CAREFUL -- DESPITE EVERYTHING -- DESPITE WHAT HAS HAPPENED -- DESPITE WHAT YOU THINK -- I STILL DON'T WANT YOU TO BE HURT.

I'D RATHER DIE.

I LOVE YOU, LORNA. ALWAYS HAVE.

LOVE?

SPARE ME.

I FEEL SORRY FOR YOU -- FOR ALL THAT McCOY'S DONE TO YOU, BUT...

... I WILL NEVER *FORGIVE* YOU FOR WHAT YOU'VE DONE TO US.

WHAT ABOUT ME?

INSIDE...

IT'S AS IF A PROLONGED AND BALEFUL *NIGHTMARE* HAS FINALLY COME TO AN END, FORGE.

FOR THIS I WILL BE *ETERNALLY* IN YOUR DEBT.

ALL PASSAGE OF TIME IS BUT A BLUR BROKEN ONLY BY THE INTERMITTENT APPEARANCES OF THE IMPOSTER AS HE INFLICTED NEW, AND MORE DEVIOUS, TORTURES UPON ME.

NOW THE NIGHTMARE HAS ENDED AND I AM ONCE AGAIN *FREE.*

FREE TO JOIN MY FELLOW X-MEN IN THE BATTLE AGAINST ONSLAUGHT.

WITH YOUR PERMISSION, FORGE, I WOULD JOIN THEM IN ALL DUE HASTE.

LEST THE CHARLATAN ONCE MORE INSINUATES HIMSELF AMONGST MY COMRADES.

HOLD IT RIGHT THERE... *MCCOY!*

YES, WHAT *IS* IT. CREED?

-SNIFF- -SNIFF-

I DON'T LIKE THE SMELL OF *ANY* OF THIS.

GRRRR

AND I DON'T LIKE THE SMELL OF *YOU!*

GRRRR

FORGE?

NOT ANOTHER STEP, SABRETOOTH! I DON'T KNOW WHY YOUR RESTRAINING COLLAR IS MAL-FUNCTIONING, BUT...

...BACK OFF, OR WE DROP YOU WHERE YOU STAND.

MAYBE THE COLLAR AIN'T BROKEN, FORGE. THINK ABOUT THAT!

NO!

WILDCHILD! WHAT ARE YOU DOING?

GET OUT OF THERE... NOW!

NO! SABRETOOTH IS RIGHT!

OUTSIDE...

IT'S *ME*, LORNA. IT'S *REALLY* ME.

I'VE FINALLY GOTTEN THROUGH McCOY'S MIND CONTROL. I NEED YOU TO GET ME TO PROFESSOR XAVIER TO ENSURE IT STAYS SHAKEN.

NOW WHAT, ALEX? DO YOU EXPECT ME TO TAKE OFF YOUR RESTRAINTS?

NO! THAT'S THE LAST THING I WANT YOU TO DO.

NOT UNTIL THE PROFESSOR GIVES THE WORD.

AND *THAT* IS ALL THE PROOF I NEED TO KNOW YOU'RE TELLING THE TRUTH, ALEX.

WELCOME BACK, LOVER.

LORNA DON'T DO THIS.

YOU *CAN'T* TRUST HIM.

SETTLE YOURSELF DOWN AND SHUT UP, RANDOM.

NO. CAN'T YOU SEE IT?

HE'S LYING STRAIGHT TO HER FACE.

AND SHE'S TOO BLINDED BY HER LOVE FOR HIM TO SEE IT.

I'M *NOT* GOING TO LET THIS HAPPEN TO HER.

NOT BY *HAVOK!*

BACK AWAY FROM HIM, POLARIS.

NOW!

I WON'T LET HIM HURT YOU AGAIN!

PTOOM

PTOOM

THAT IS SWEET, RANDOM. BUT DID YOU THINK LORNA WOULD FALL FOR THE *HERO* BIT?

PUSHING YOUR POWERS TO THE LIMIT. BREAKING FREE -- JUST TO IMPRESS THE GIRL, Huh?

YOU'VE FORGOTTEN THAT YOU AREN'T THE ONLY ONE WITH POWERS, KID.

McCOY BOOSTED *MINE* AS WELL.

SO HOW'S ABOUT YOU AND I FINISH OFF WHAT WE STARTED DOWN IN VIRGINIA?

I *OWE* YOU FOR TURNING ME OVER TO McCOY.

THOUGH IN SOME WAYS YOU DID ME A *FAVOR*. McCOY DID HELP TO OPEN MY EYES. HELPED ME TO SEE WHAT IS REALLY IMPORTANT.

ANYWAY... IT'S *PAYBACK* TIME.

WHAT'S HAPPENING?!

MY MUTANT POWER TO RANDOMLY DEFLECT ANY MUTANT POWERS THROWN AT ME ISN'T WORKING.

THE HEAT... TOO INTENSE...

WHY IS THIS HAPPENING?! McCOY!

HELLP

MEEEE

BAMF! HE'S GETTING AWAY!

THOOM

I'M GOING AFTER HIM.

TRY TO KEEP AN EYE ON YOUR BOYFRIEND, POLARIS.

SHE CAN COUNT ON THAT. NOW THAT I'VE GOT YOU BACK...

...I DON'T PLAN ON EVER LETTING YOU OUT OF MY SIGHT AGAIN.

ALEX..?

SORRY, BABE, BUT RANDOM WAS RIGHT. IT ISN'T SO EASY TO SHAKE OFF THE EFFECTS OF McCOY'S.

BECAUSE FIRST YOU HAVE TO *WANT* TO.

INSIDE...

DO IT, FORGE.

BACK AWAY, WILDCHILD!

I DON'T KNOW WHY YOU'RE SIDING WITH SABRE-TOOTH, BUT --

C'MON, FORGE, THEY LOOK LIKE THEY CAME FROM THE SAME LITTER. THEY'RE PROBABLY RELATED.

I DON'T NEED YOUR HELP, WILDBOY. STUFF YOUR HEROICS.

BUT I DO GIVE YOU CREDIT...

KRAK

...FOR PICKING UP *EXACTLY* WHAT *I* SENSED!

WELL, *LOOKEE* HERE! I WAS *RIGHT.* IT'S THE *REAL* *HANK McCOY!*

-KAFF- CREED -KOFF- I *NEVER* THOUGHT YOU'D BE COMING TO *MY* RESCUE, BUT... YOU HAVE MY *GRATITUDE.*

IN A LAST ATTEMPT TO *SUPERSEDE* ME, THE IMPOSTER FINALLY HOPED TO CAUSE MY DEMISE BY CUTTING OFF MY *OXYGEN SUPPLY.*

WHY ARE YOU LOOKING AT ME LIKE THAT?

FORGE?

CAN YOU NOT *SEE* THROUGH SUCH A *SIMPLISTIC* DECEPTION?

NO... I GUESS I *CAN'T.* BUT SABRETOOTH *CAN!*

STARS AND *GARTERS,* MAN! USE THE *BRAIN* WITH WHICH YOU WERE *BLESSED!* I'M THE *REAL* McCOY, *HE'S* THE IMPOSTER!

ENOUGH!

STARS AND GARTERS -- INDEED!

YOU MAY KIDNAP ME.

YOU MAY BAMBOOZLE MY FRIENDS.

YOU MAY EVEN TRY TO KILL ME, BUT...

... WHEN YOU STEAL AN IDIOM WHICH I WORKED SO HARD TO COIN...

... YOU HAVE STEPPED WAY OVER THE LINE!

IF THAT DOESN'T PROVE I'M THE GENUINE BEAST...

... MAYBE THIS WILL!

FWAM

WELL, MY FRIENDS...

... DOES ANYONE WANT TO TELL ME WHAT I'VE MISSED?

SHORT TIME LATER...

I *CAN'T* BELIEVE THIS IS HAPPENING. I LEFT HER ALONE WITH HAVOK FOR ONLY A *SECOND.*

HE TRICKED US *BOTH.* AFTER ALL MY TIME AS A COMMANDING OFFICE IN THE *XSE,* I *SHOULD* HAVE SEEN THIS COMING.

C'MON, *FIGHT,* POLARIS! *BREATHE!*

NOT PICKING UP A PULSE.

THERE'S ONLY SO MUCH I CAN DO FOR HER AS A HOLOGRAM. I CAN SOLIDIFY MYSELF ENOUGH FOR CHEST COMPRESSIONS, BUT I CAN'T BREATHE FOR HER!

HELP ME, POLARIS... *PLEASE!*

SHARD? WHAT HAPPENED HERE? WHERE'S HAVOK AND RANDOM?

THEY'RE *GONE!* AND LORNA WILL BE, TOO, IF WE DON'T GET HER TO A HOSPITAL *FAST!*

FATALE, YOU'RE GOING TO *TELEPORT* US TO THE *NEAREST* HOSPITAL *NOW.*

SHALL I, McCOY? OR DO WE MAKE OUR ESCAPE WHEN THEY UNSHACKLE ME?!

NO, NO, DEAR FATALE.

LET'S *HELP* THEM IN THEIR LITTLE QUANDARY. WE'LL *SAVE* POLARIS.

THEY WILL *FOREVER* BE INDEBTED TO US.

AND WE'LL *BIDE* OUR TIME AS THEIR PRISONERS.

AFTER ALL, *TIME* IS ON OUR SIDE. THIS IS *EXACTLY* WHERE I WANT US TO BE.

Meanwhile, in *Sensational Spider-Man #8* ...

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MARVEL COMICS

SPIDER-MAN

SEP '96 415

THE AMAZING SPIDER-MAN

APPROVED BY THE COMICS CODE AUTHORITY

MUTANT IMPACT 2

THE SENTINELS TAKE MANHATTAN!

™

BAGLEY & MAHLSTEDT

HE CALLS HIMSELF PETER PARKER, AND HE'S BEEN HAVING A REALLY BAAAD WEEK.

IF YOU WANT TO GET TECHNICAL, HIS REAL PROBLEMS STARTED A FEW MONTHS AGO WHEN...

...HIS WIFE BECAME PREGNANT.

HIS BELOVED AUNT MAY PASSED AWAY.

TESTS PROVED THAT HE WAS ACTUALLY THE CLONE OF THE ORIGINAL PARKER (AND THE REAL SPIDER-MAN.)

AND FINALLY, HE LOST HIS OWN SPIDER-POWERS.

AND THIS WEEK HE ALMOST DIED.

THANKFULLY, HIS NEAR-DEATH EXPERIENCE HERALDED THE UNEXPECTED RETURN OF HIS SPIDER-POWERS -- THOUGH THOSE POWERS HAVE PROVEN ERRATIC AND UNRELIABLE.

WHEW! YOU CAN EASILY IMAGINE THE POOR GUY'S RELIEF TO CHECK OUT OF THE HOSPITAL AND HEAD FOR HOME.

AFTER ALL HE'S SUFFERED, HE FIGURES THE WORST MUST BE BEHIND HIM.

HE BELIEVES HE'S FINALLY SAFE.

STAN LEE PRESENTS: A TALE OF TRAGEDY AND TRIUMPH:

SIEGE

WRITTEN BY: TOM DEFALCO

PENCILLED BY: MARK BAGLEY

INKED BY: LARRY MAHLSTEDT & AL MILGROM

LETTERED BY: RS&COMICRAFT

COLORED BY: BOB SHAREN

ENHANCED BY: MALIBU

EDITED BY: RALPH MACCHIO

OVERSEEN BY: BOB HARRAS

AND STARRING: THE AMAZING SPIDER-MAN!

MAN, IS HE WRONG!

BY ORDER OF ONSLAUGHT, THIS CITY IS UNDER MARTIAL LAW!

ALL MUTANTS AND ENHANCED HUMANS ARE HEREBY COMMANDED TO SURRENDER --

-- OR SUFFER IMMEDIATE TERMINATION!

GET OUT OF THE CAB, ***MARY JANE!*** WE CAN'T STAY HERE!

A GIANT ***SENTINEL*** IS BLOCKING THE ***59TH STREET BRIDGE!***

W-WHO OR WHAT IS ***ONSLAUGHT?!***

DON'T KNOW! DON'T CARE!

YOUR ***SAFETY*** IS MY ONLY CONCERN!

SENSORS CONFIRM THE PRESENCE --

-- QUARRY WHICH HAS BEEN TARGETED --

-- AND WILL NOW BE EXTERMINATED!

P-PETER--!

LOOK OUT!

HE'S STILL FIRING, AND ZULLP!

QUARRY HAS MOVED BEYOND EFFECTIVE SENSOR RANGE.

THIS UNIT'S PROGRAMMING DICTATES THAT THIS UNIT REMAIN AT THIS POST

-- DISPATCHING ANOTHER UNIT TO CARRY OUT TERMINATION OBJECTIVE.

HANG ON, MJ! THESE THIRTY FOOT LEAPS CAN BE A MITE UNSETTLING --

-- ESPECIALLY CONSIDERING YOUR DELICATE CONDITION --

-- BUT THEY'RE OUR E TICKET TO THOSE DISTANT ROOFTOPS!

I KNOW, HONEY --

-- AND WE'RE ALREADY OUT OF HERE!

SHRAK

S-SORRY I PANICKED!

YOU THINK ANYBODY CAUGHT YOUR NAME --

-- OR GOT A GOOD LOOK AT US?!

NOT A CHANCE!

THEY WERE TOO BUSY RUNNING FOR COVER!

WHAT *IS* THIS?!

THE NEIGHBOR-HOOD'S SWARMING WITH ***ROBO-CREEPS!***

PETER! DO YOU SEE ***HER?!***

THAT POOR ***CHILD!***

SHE MUST HAVE BEEN ***SEPARATED*** FROM HER PARENTS, AND -- ***OH, GOD!***

THERE COULD BE ***HUNDREDS,*** MAYBE EVEN ***THOUSANDS,*** SPREAD ACROSS THE CITY! WHY ARE THEY ***HERE?*** WHAT DO THEY ***WANT?***

SHE'S ABOUT TO BE ***TRAMPLED*** BY THAT FLEEING CROWD --

-- AND THERE'S ***NO WAY*** WE CAN REACH HER IN TIME!

THERE'S ALWAYS A WAY!

BEFORE LEARNING THAT HE WAS PARKER'S CLONE, THIS PETER WAS **SPIDER-MAN.**

THE **ONLY** SPIDER-MAN.

HE WORE HIS WEBS WITH PRIDE, NEVER QUESTIONING WHAT HE COULD OR **COULDN'T** DO.

HE MERELY DID!

YEEK!

RUCKING

GOTCHA!

NO TIME TO CONGRATULATE MYSELF! I'VE GOT TO LOCATE THIS GIRL'S ***PARENTS,*** AND FIND A ***REFUGE*** FOR MARY JANE --

-- BEFORE I'M SPOTTED BY ANOTHER ***SENTINEL!***

AND, EVEN AS PETER FEARFULLY GLANCES SKYWARD...

THIS ***ONSLAUGHT*** CHARACTER SEEMS TO HAVE SET UP SOME KIND OF BASE IN ***CENTRAL PARK!***

CHARLIE SNOW AND ***KEN ELLIS*** ARE IN THAT AREA, JONAH.

I'LL TRY TO REACH THEIR CELL PHONES.

TELL REWRITE THERE'S WIDESPREAD ***LOOTING*** UPTOWN!

WHERE'S THE BLASTED ***FANTASTIC FOUR*** DURING THIS CRISIS?

WE HEAR THERE'S SOME KIND OF ***SUMMIT*** ATOP FOUR FREEDOMS PLAZA!

THEY'RE ***TALKING*** WHEN THEY SHOULD BE DEFENDING US?!

WHA -- ?

WHAT'S HAPPENING?!

IT-IT'S EITHER AN ***EARTHQUAKE*** -- OR SOMEONE'S DETONATED A ***BOMB!***

I'M AFRAID THE NEWS IS EVEN *WORSE*, PEOPLE!

KNOOM

IT'S THE SENTINELS--!

THEY'RE ATTACKING THE BUGLE!

THAT METAL MONSTER MUST HAVE TARGETED OUR *ELECTRICAL SYSTEM!*

WE'VE LOST *LIGHTS... POWER!*

HE'S TRYING TO SHUT US *DOWN!*

MEANWHILE, UPTOWN AND TO THE WEST, IN THE DAILY GRIND...

The Daily Grind

MOVE IT, PEOPLE! MOVE IT!

WE JUST GOT WORD THAT LOOTERS ARE RANSACKING THE NEIGHBORHOOD!

MAYBE WE SHOULD RETURN TO OUR HOMES!

IT'S YOUR CHOICE... BUT I THINK YOU'LL BE SAFER IN MY BASEMENT!

YOU STAYING OR GOING, DESIREE?

I... I CAN'T DECIDE, BEN!

WE'RE NOT IN ANY LESS DANGER HERE!

MAYBE NOT, BUT AT LEAST YOU'RE WITH FRIENDS!

I... I'M SO AFRAID!

WE ALL ARE!

SHIRLEY! I NEED YOU TO LOOK AFTER DESIREE FOR ME!

A-AREN'T YOU COMING?

MOM! MOM! I'VE SECURED THE WINDOWS, BUT SOMEBODY'S GOT TO STAND OUTSIDE TO GATE THE FRONT DOOR!

THAT'S MY JOB, DEVON! YOU JOIN THE OTHERS!

YOU CRAZY, REILLY?! THESE MEAN STREETS AIN'T NO PLACE FOR A WIMP LIKE YOU!

GET YOUR BUTT DOWN THOSE STAIRS, BEN REILLY! YOU HEAR ME?

NO CAN DO, SHIRL!

WIMP, MOI?!

THOUGH HE STILL USES THE NAME **BEN REILLY**, HE RECENTLY CAME TO ACCEPT THAT HE'S THE REAL **PETER PARKER**.

FOR FIVE YEARS, HE BELIEVED HE WAS THE **CLONE** --

-- AND HE WANDERED THIS COUNTRY --

-- DESPERATELY TRYING TO GIVE **MEANING** AND FIND A **DIRECTION** FOR HIS ARTIFICIAL LIFE.

THOSE DAYS ARE **OVER!**

HIS CITY IS IN **CRISIS**, AND HE HAS A **JOB** TO DO!

TRY TO STAY CALM, EVERYONE! WE HAVE PLENTY OF FOOD, AND THE RADIO WILL TELL US WHEN WE CAN LEAVE!

HOW WE GONNA UNLOCK THE GATE IF ***REILLY*** DOESN'T...

Uh...

...YOU KNOW...

WE CAN ALWAYS CALL SOMEONE TO CUT OFF THE LOCK... BUT WE DON'T NEED ANY MORE ***NEGATIVE*** THOUGHTS, DEVON!

I'M SURE BEN WILL BE ***FINE!***

SOMETHING ABOUT THAT BOY INSPIRES ***CONFIDENCE!***

S'FUNNY, BEING ALL HUDDLED DOWN HERE REMINDS ME OF WHEN I WAS A LITTLE GIRL AT ***OUR LADY OF GRACE.***

IT WAS THE EARLY ***SIXTIES*** AND THE ***COLD WAR*** WAS ALL ANYBODY EVER TALKED ABOUT.

"EVEN US CHILDREN, WE KNEW WE HAD TO BE PREPARED BECAUSE..."

IT WAS ONLY A MATTER OF TIME BEFORE SOME MANIAC ***BOMBED*** OUR COUNTRY...

...AND, SPECIFICALLY, OUR SCHOOL!

THEY USED TO HERD US INTO THE HALLWAYS... WHERE WE'D COWER BENEATH OUR COATS...

... AWAITING NUCLEAR DESTRUCTION... LISTENING TO THE ***EMERGENCY BROADCAST SYSTEM.***

YOU GOTTA BE KIDDING ME, MOM. LIKE A COAT WOULD REALLY PROTECT YOU FROM NUCLEAR FALLOUT.

WE WEREN'T ONLY DEPENDING ON COATS. WE ALSO HAD ***ANGELS.***

SAY ***WHAT?!***

"-- AND THEY WERE SUPPOSED TO KEEP US FROM ***HARM!"***

THEY WERE CALLED ***GUARDIAN ANGELS*** --

"I KNOW THE VERY IDEA OF A GUARDIAN ANGEL SEEMS PRETTY ***RIDICULOUS*** IN TODAY'S JADED WORLD --."

"-- BUT THERE'S GREAT ***COMFORT*** IN KNOWING THAT SOMEONE IS WATCHING OVER YOU --

"-- SOMEONE WHO REALLY ***CARES!***"

MEANWHILE, DOWNTOWN...

STEADY, MARY JANE! ONLY A FEW MORE BLOCKS --!

OKAY, HANDSOME, BUT DON'T BLAME ME IF OUR CHILD HAS AN UNNATURAL FONDNESS FOR ***HEIGHTS!***

OOO! HE'LL BECOME A FAMOUS ***AERIALIST!***

OR ***SHE*** COULD BE AN AIRLINE PILOT!

I'VE GOT TO HURRY! THE SLIGHTEST DELAY COULD PROVE FATAL!

THERE'S A RISK MY POWERS WILL SUDDENLY VANISH ON ME LIKE THEY DID BEFORE, AND -- AW, ***NO!***

AS SHOWN IN ***SPECTACULAR SPIDER-MA #237*** – Risky Ralf.

SPWA-DUAM

QUARRY'S PARAHUMAN CAPACITIES INSUFFICIENT TO DETER THIS UNIT.

SURRENDER IS ONLY LOGICAL OPTION.

SURE! I'LL GLADLY FORFEIT MY FREEDOM!

NOT!

GET DOWN, MARY JANE! HE ONLY WANTS ME!

W-WHAT ARE YOU PLANNING --?!

TO LEAD HIM AWAY FROM YOU AND THE BABY!

PETER, NO--!

IT'S TOO DANGEROUS!

TRY TO MAKE IT TO THE BUGLE, HON!

YOU'LL BE SAFE THERE!

SENTINEL QUARRY INITIATING AIRBORNE ESCAPE.

THIS UNIT WILL EFFECT PURSUIT. GYROSCOPIC STABILIZERS ALTERED FOR HORIZONTAL FLIGHT PATTERN.

ALTERATION BEARING :0:009 PERCENTILE. LIMITED PARAMETERS COMPENSATION.

SENSORS DETECT SECONDARY LIFEFORM GESTATING WITHIN HUMAN FEMALE BELOW. READINGS BEYOND RANGE OF EMBRYONIC NORMALCY.

OPTICAL SENSORS WILL RETAIN PHOTOGRAPHIC IMPRINT OF HUMAN FEMALE FOR INDENTIFICATION PURPOSES. DOWNLOADING OF SECONDARY LIFEFORM DATA TO COMMENCE SIMULTANEOUSLY.

H-HE'S TALKING ABOUT OUR BABY! DOES THAT MEAN --?

APPREHENSION OF FLEEING QUARRY IN APPROXIMATELY 7.05 SECONDS.

I THINK YOU BETTER TAKE THAT STOPWATCH BACK TO THE JEWELER'S, RIVET-HEAD...

...'CAUSE THE MAINSPRING'S BUSTED.

BESIDES US SPIDER-MEN HAVE A NASTY HABIT OF NOT DOING THINGS ON TIME. SEE?

KRAKKK

QUARRY'S EVASIVE MANEUVERS HAVE A 97.03 PERCENT SUCCESS FACTOR. TACTICAL COMPENSATION. SUCH TACTICS WILL NOT STYMIE THIS UNIT IN SUBSEQUENT PURSUIT.

YOU MAY HAVE A POINT, BOLT BRAIN! YOU'RE A TIRELESS MACHINE WHO'S ALSO A ***LIVING ARSENAL*** --

-- WHILE I ONLY HAVE MY RAZOR-SHARP ***WITS***, MY SPIDER-LIKE ***PROWESS***, AND MY EVER-AMAZING ABILITY TO ***STICK*** TO --

PWAP

-- WALLS?!

M-MY POWERS --! I'VE LOST THEM ***AGAIN!*** THEY'RE ***GONE!*** ***GONE!***

SPWAT

GWAP

B-BUT IT LOOKS LIKE...

...I ONLY DELAYED THE INEVITABLE!

TH-THE SENTINEL'S *ZEROING IN --*

-- AND I'M COMPLETELY HELPLESS!

UNIT'S SENSORS DETECT SUDDEN ABSENCE OF SUPERHUMAN ABILITIES EXTANT IN QUARRY.

CELLULAR READINGS INDICATE DORMANCY IN SAID FACULTIES.

WHEW I...I WOULD HAVE BEEN STREET SPLATTER...

I-IF NOT FOR THIS HANDY FLAGPOLE!

READINGS' INTERPRETATION COMMENCING. CROSS-REFERENCING WITH THIS UNIT'S PRIMARY OBJECTIVE.

TACTICAL FUNCTIONS NOW SUPERSEDED BY STRATEGIC. QUARRY'S THREAT LEVEL TO ONSLAUGHT DIMINISHED TO NORMAL HUMAN PARAMETERS.

THIS UNIT'S PROGRAMMING DOES NOT WARRANT EXTERMINATION OF QUARRY IN PRESENT CONDITION. PURSUIT TERMINATED. INFORMATION DOWNLOAD OF COMPLETED SEQUENCE TO FOLLOW.

EVEN AS PETER PARKER BREATHES A SIGH OF RELIEF --

-- NINE CITY BLOCKS TO THE SOUTH --

-- J.JONAH JAMESON TURNS TO FACE HIS ASSEMBLED STAFF.

I JUST GOT WORD FROM THE PRESSROOM. OUR EMERGENCY GENERATORS ARE NOW ***ON-LINE.***

THEY ESTIMATE WE HAVE ENOUGH FUEL TO RUN ***LIGHTS, ELEVATORS*** AND ***PRESSES*** FOR THE NEXT TWELVE HOURS.

WHAT ABOUT COMPUTERS AND WORD PROCESSORS?

WE CAN'T SPARE THE JUICE --

-- IF WE INTEND TO ***PUBLISH*** FOR THE DURATION OF THIS CRISIS!

I'M NOT GOING TO LIE TO YOU PEOPLE. THE SITUATION OUTSIDE IS ***BAD.***

AND GETTING ***WORSE.***

I REALIZE MANY OF YOU ARE WORRIED ABOUT YOUR ***FAMILIES.***

GO ***HOME*** IF YOU THINK YOU MUST.

I WON'T THINK ANY ***LESS*** OF YOU.

AND... Uh... YOUR PAYCHECKS WON'T BE DOCKED.

I'M STAYING!

NO METAL MONSTER CAN STOP THE ***DAILY BUGLE*** FROM REPORTING THE NEWS!

OUR NEXT EDITION IS GOING OUT EVEN IF WE HAVE TO HAND-WRITE AND ***PERSONALLY*** DELIVER EVERY COPY!

Uh... Mr. JAMESON...

I HATE TO INTERRUPT...

BUT THERE'S A BIG ***FIGHT*** OUTSIDE OUR BUILDING!

WHAT?!

THAT MISERABLE ***WEB-SWINGING FOOL*** IS ONLY GOING TO ***INCREASE*** OUR DANGER BY ANTAGONIZING THE ***SENTINEL!***

Uh... IT ISN'T ***SPIDER-MAN,*** SIR.

HAHAHA HAHA

THAT'S THE GREEN GOBLIN --

-- AND HE ACTUALLY SEEMS TO BE *WINNING!*

I DON'T KNOW WHAT'S *WORSE...*

...THE GIANT ROBOT OR THE COSTUMED MANIAC?

WHY IS *EVERYONE* STANDING LIKE STATUES?

IF YOU'RE STICKING AROUND, GRAB AN OLD MANUAL *TYPEWRITER* FROM THE STORAGE CLOSET... AND *PUNCH KEYS!*

WE'VE GOT A NEWSPAPER TO PUBLISH!

UPTOWN...

STAY BACK!

YOU SAVAGES WON'T TEAR MY PLACE APART!

IF WE DON'T TRASH IT... THE *SENTINELS* WILL!

HAVEN'T YOU *HEARD*, MAN --

IT'S *THE END OF THE WORLD!*

F-FORGET THE STORE!

IT ISN'T WORTH OUR LIVES!

IT *IS* MY LIFE!

I BROKE MY *BACK* BUILDING THIS BUSINESS!

OOOO! AND NOW WE GET TO BREAK YOUR *HEAD!*

NOPE!

SORRY!

NOT IN THIS LIFETIME!

SPIDER-MAN!

AS MUCH AS *YOU MAY* DESERVE IT, I DON'T INTEND TO PLAY *PATTY-CAKE* WITH YOUR LESS THAN ADORABLE FACES.

I AM *NOT* YOUR PROBLEM.

WHY?! YOU GONNA BEAT UP ON US?

I STRONGLY SUGGEST YOU PEOPLE PART COMPANY, AND EVACUATE THIS STREET.

HE IS!

MEANWHILE, BACK AT THE DAILY BUGLE...

A BATTLE AT FF HEADQUARTERS!

CALLS HIMSELF ONSLAUGHT!

SOME KIND OF MUTANT!

-- AND STAY AWAY FROM WINDOWS!

YEAH...

ME, TOO!

MARLA ALL RIGHT?

SHE WAS LOCKED IN HER LAB, AND DIDN'T KNOW THERE WAS A PROBLEM UNTIL I CALLED.

HOW'S YOUR FAMILY?

AS WELL AS CAN BE EXPECTED!

LOOK AT HOW MY WORDS HAVE ***INSPIRED*** THEM, ROBBIE!

THESE PEOPLE WILL RISK THEIR ***LIVES*** FOR THEIR ***FEARLESS*** PUBLISHER!

IF YOU SAY SO.

COULD YOU USE A COUPLE OF FRESH ***PLAYERS,*** COACH?

PETER! I THOUGHT YOU HAD ANOTHER WEEK OF SICK LEAVE!

SO DID I... BUT... WELL... ***SENTINELS*** HAPPEN!

LOOK, MARY JANE, I KNOW YOU DON'T WANT ME GOING BACK OUTSIDE --

-- YOU DON'T HAVE TO EXPLAIN, TIGER.

I UNDERSTAND.

I REALLY DO.

IS THERE A SPARE CAMERA ON THE PREMISES?

AND AN EXTRA DESK?

MY TYPING'S A LITTLE RUSTY, BUT I CAN ALWAYS PROOFREAD!

RIGHT THIS WAY, YOUNG LADY! WE CAN CERTAINLY USE THE HELP!

I'LL SEE YOU LATER, MARY JANE.

I HOPE!

UPTOWN...

NYAH, NYAH! YOU FRUSTRATED YET? READY TO CALL IT QUITS?

YOU CAN'T HIT ME!

THIS UNIT HAS CALIBRATED QUARRY'S RESPONSE TIME TO CURRENT OFFENSIVE MODE --

-- AND WILL MAKE OPERATIVE ADJUSTMENTS.

IF THAT'S THE CASE --

-- I'D BETTER PUT THE *KIBOSH* ON YOU REAL SOON!

SPLATT

OPTICAL SENSORS OBSCURED BY UNKNOWN SUBSTANCE.

PLEASE ALLOW ME TO --

-- KNOCK IT OFF!

SPWUNK

WHOOPS!

CLUMSY ME!

I HIT YOU IN THE *HEAD* WITH MY *IMPACT WEBBING!*

CELLINI'S PIZZA • PASTA • BE

I ASSUMED YOU KNEW I WASN'T REFERRING TO THE *WEBBING!*

PA-SKAK

OUCH!

THAT'S GOTTA HURT!

RESUMPTION OF THIS UNIT'S VERTICAL POSTURE IN 4.05 SECONDS FROM IMPACT.

REALLY?!

THAT'S A HANDY BIT OF TRIVIA!

HOW'S ABOUT WE PUT IT TO A LITTLE *TEST?!*

I DON'T KNOW *WHY* YOU AND YOU COMPUTERIZED COMRADES INVADED MY CITY.

I CAN'T *IMAGINE* YOUR REASONS FOR CAUSING SUCH WHOLESALE DESTRUCTION!

SCREEE

RAK

BUT I'VE HAD ENOUGH!

ENOUGH!

Y-YOU CAN'T TELL ME *THAT* DIDN'T HURT!

BUT I THINK I'M FINALLY GETTING THE HANG OF ***SENTINEL SMASHING!***

THE REST OF THOSE METAL-HEADED MEATBALLS HAD BETTER ***WATCH OUT!***

O-ONE DOWN...

A FEW THOUSAND TO GO!

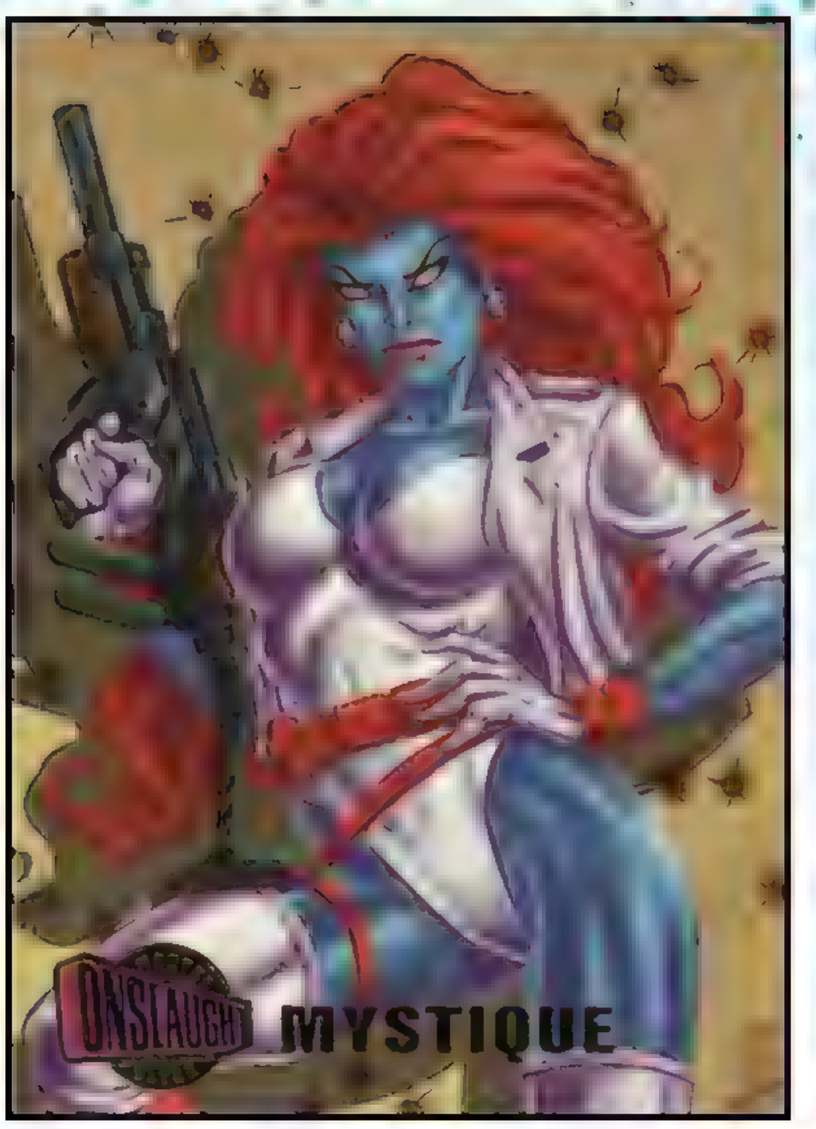
SPIDER-MAN IS COMING --

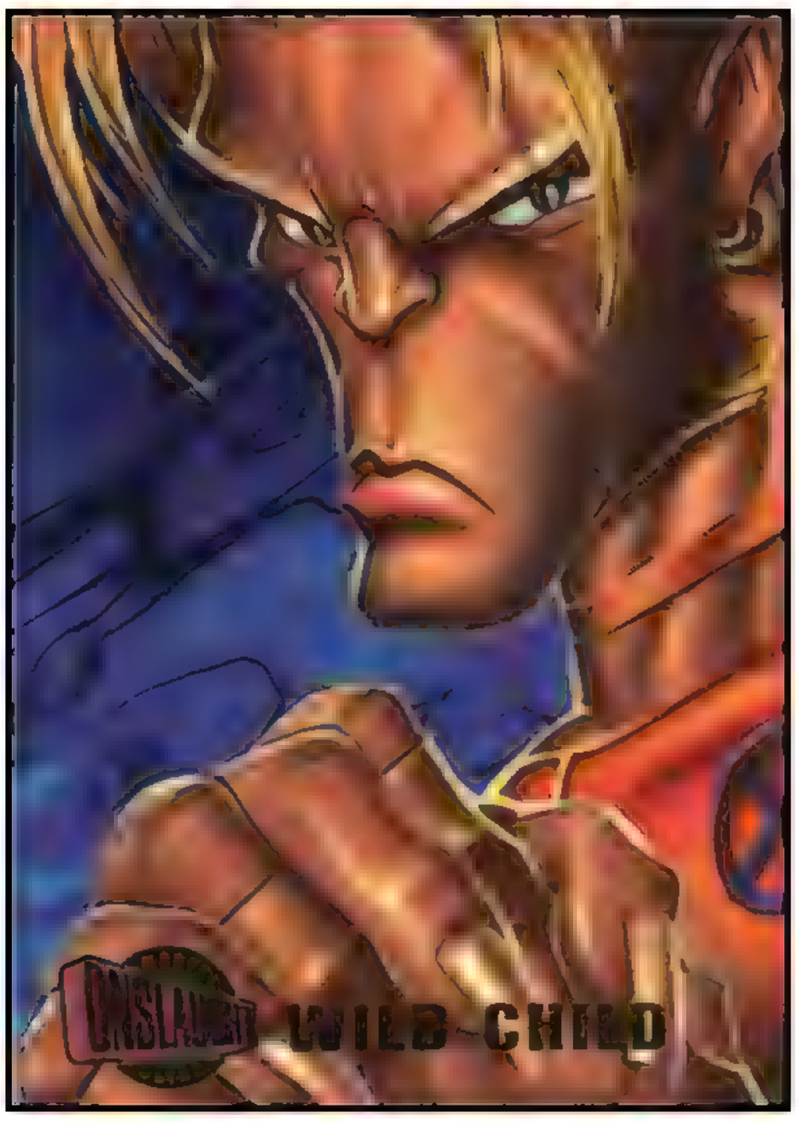
-- AND I'M ***NOT*** TAKING PRISONERS!

THE ONSLAUGHT CONTINUES IN SPIDER-MAN #72

NEXT MONTH: AFTERMATH!

Marvel Ultra Onslaught 1996 **trading-card art by Darick Robertson, Greg Luzniak, Jeff Matsuda, David Chlystek, Amanda Conner, Digital Chameleon, Regie Milburn, Jung Choi & Malibu Comics**





MARVEL COMICS

SPIDER-MAN

SEPT '96 12

APPROVED BY THE COMICS CODE AUTHORITY

A FISTFUL OF TROUBLE

GREEN GOBLIN

ONSLAUGHT™

IMPACT 2

THEY USED TO SHOW THESE CHEESY SCI-FI FLICKS WHEN I WAS A KID.

FILMED WITH A SPECIAL EFFECTS BUDGET OF $1.98, GIANT MONSTERS WERE ALWAYS TRYING TO DESTROY MANKIND.

IRRADIATED INSECTS! GROTESQUE ALIENS! MUTATED HUMANS! RAMPAGING ROBOTS!

OUTLANDISH BUG-EYED CREATURES WHO FILLED MY SATURDAY AFTERNOONS WITH MANY A LAUGH!

I'M NOT LAUGHING NOW!

NEITHER IS MY UNCLE BEN.

I DON'T KNOW IF IT'S ME OR THIS STUPID CELL PHONE--

--BUT I KEEP GETTING A BLASTED BUSY SIGNAL!

Y-YOU'RE ONLY WASTING YOUR TIME, UNCLE BEN.

I'LL BET HALF THE CITY'S TRYING TO CALL THE DAILY BUGLE--

--AND FIND OUT WHAT'S HAPPENING OUT THERE!

MY NAME IS PHILIP URICH.

I'M THE NEW GREEN GOBLIN.

AND THERE'S A REAL GOOD CHANCE THAT I'M ABOUT TO WITNESS THE END OF THE WORLD--

--BECAUSE GIANT ROBOTS REALLY HAVE INVADED NEW YORK CITY!

ACCORDING TO MY UNCLE, THEY'RE ACTUALLY CALLED SENTINELS--

--AND THEY WERE ORIGINALLY DESIGNED TO LOCATE, CAPTURE OR KILL SUPER-POWERED MUTANTS.

SOME PEOPLE THINK THEY'RE HERE TO PROTECT US REGULAR HUMANS FROM SOME KIND OF MUTANT TAKE-OVER.

OTHERS BELIEVE THE MUTANTS TURNED THEM AGAINST US.

WE'VE ALSO HEARD RUMORS ABOUT A GUY NAMED ONSLAUGHT WHO SEEMS TO BE BEHIND THIS MESS.*

THE DAILY BUGLE SENT BEN TO GATHER THE REAL FACTS.

ME, I JUST TAGGED ALONG BECAUSE...WELL...

HE'S FAMILY, Y'KNOW?

WORD IS THAT THE FANTASTIC FOUR, THE AVENGERS, AND EVEN SOME X-MEN HAVE FORMED A UNITED FRONT AGAINST ONSLAUGHT.

THESE COSTUMED GUYS ARE REALLY GONNA NEED A TON OF LUCK BECAUSE...

EVEN THE BRAVE CAN FALL!

STAN LEE PRESENTS A CRITICAL TURNING POINT IN THE LIFE OF THE GREEN GOBLIN BY...
TOM DEFALCO--WRITER
DEREK FISHER--INKER
GREG WRIGHT--COLORIST
JOSH HOOD--PENCILER
JIM NOVAK--LETTERER
TOM BREVOORT--EDITOR
BOB HARRAS--EDITOR IN CHIEF

*AS SEEN IN PRACTICALLY EVERY BOOK IN THE BLAMED MARVEL LINE! --TOM

C'MON, PHIL! THE PHONE'S USELESS!

WE'D BETTER HOOF IT BACK TO THE PAPER AND MAKE OUR REPORT!

UH, YEAH...

SURE!

IT SEEMS LIKE EVERY SPANDEX JOCKEY IN THE CITY IS MOBILIZING AGAINST THESE MONSTERS!

EVERYONE EXCEPT ME!

I AIN'T RISKING MY PRECIOUS NECK ON SOME HOPELESS CAUSE!

DAILY BUGLE

SUICIDAL, I'M NOT!

WE CAN HEAR STAFFERS SHOUTING UPDATES LONG BEFORE WE EVEN REACH THE NEWSROOM...

DAREDEVIL'S BATTLING A SENTINEL IN HELL'S KITCHEN!

WIDESPREAD LOOTING UPTOWN!

SOME KIND OF SUMMIT ATOP FOUR FREEDOMS PLAZA!

NEW WARRIORS FIGHTING ON THE BROOKLYN BRIDGE!

OVER HERE, URICH! WHAT'S THE BUZZ ON THE STREET?

THIS ONSLAUGHT CHARACTER SEEMS TO HAVE SET UP SOME KIND OF BASE IN CENTRAL PARK!

CHARLIE SNOW AND KEN ELLIS ARE IN THAT AREA, JONAH.

I'LL TRY TO REACH THEM BY CELL PHONE FOR CONFIRMATION.

EVEN AS MY UNCLE CONFERS WITH JONAH JAMESON AND JOE ROBERT-SON--

--I FOCUS MY ATTENTION ON LYNN WALSH AND MEREDITH CAMPBELL!

WHAT'S IT LIKE OUTSIDE?

SEE ANYTHING EXCITING?

YOU WRITING AN EYEWITNESS ACCOUNT?

ARE YOU OKAY, PHIL?

I...I GUESS SO, MERRY.

THIS JUST IN! THE NEW WARRIORS HAVE BEEN JOINED IN THEIR ATTEMPTS TO RETAKE THE BROOKLYN BRIDGE--

--BY DARKHAWK AND THE STEEL SPIDER!

THE STEEL SPIDER?! I CAN'T BELIEVE THAT A LOSER LIKE HIM WOULD EVEN BOTHER!

HEY! THE GUY MAY NOT BE A FIRST STRINGER, BUT GIVE HIM SOME CREDIT FOR PITCHING IN.

MEMO:

YOU'RE RIGHT, MERRY. I'M JUST JEALOUS THAT HE'S GOT THE COURAGE TO PLAY IN THE BIG GAME...WHILE I STAND ON THE SIDELINES!

YOU WANT TO HELP, YOUNG MAN?

I HAVE THE PERFECT JOB FOR YOU!

I'M STILL FEELING SORRY FOR MYSELF A FEW MINUTES LATER, WHEN THE WHOLE PLACE SUDDENLY STARTS A'ROCKING AND A'ROLLING!

WHA--WHAT'S HAPPENING?!

I-IT'S EITHER AN EARTHQUAKE-- OR SOMEONE'S DETONATED A BOMB!

I'M AFRAID THE NEWS IS EVEN WORSE, PEOPLE!

IT'S THE SENTINELS--!

THEY'RE ATTACKING THE BUGLE!

KWOOM!

I CAN BE SUCH A TOTAL DORK!

WE'VE LOST LIGHTS,... POWER!

THAT METAL MONSTER MUST HAVE TARGETED OUR ELECTRICAL SYSTEM!

HE'S TRYING TO SHUT US DOWN!

IT'S AN OBVIOUS PLOY TO INCREASE PANIC BY CRIPPLING THE NEWS MEDIA!

I THOUGHT I COULD HIDE FROM THIS WAR!

THOUGHT I'D BE SAFE IF I DIDN'T GET INVOLVED!

AS IF--!

EASY DOES IT, LYNN! YOU TOOK A REAL NASTY SPILL!

STAIRS

DON'T WORRY ABOUT ME, PHIL! GO FIND MERRY!

THE THREE OF US NEED TO REACH THE ROOF!

THE ROOF?! WHAT ARE WE GOING TO FIND UP THERE?

A PANORAMIC VIEW OF THE ENTIRE AREA! THINK ABOUT IT, MEREDITH! WE'LL HAVE A NEW ANGLE ON THIS WHOLE SENTINEL THING THAT WE CAN EXPLOIT INTO A COUPLE OF EYEWITNESS REPORTS!

GET REAL, PHIL! JAMESON WILL FIND A WAY TO PUBLISH!

ARE YOU CRAZY, GIRL? IT COULD BE DANGEROUS!

BESIDES, THERE AIN'T GONNA BE A PAPER WITHOUT POWER!

HE'S GOT NO CHOICE! HE CAN'T... HE WON'T... SHIRK HIS RESPONSIBILITY TO THE PUBLIC!

IF IT'S A *FLOCK* OF SEAGULLS AND A *GAGGLE* OF GEESE, I'D GUESS SENTINELS COME IN *SWARMS*.

SWARMS WHICH HAVE *INFESTED* THE ENTIRE CITY.

I WAS A FOOL TO THINK ANY-ONE COULD BE SAFE FROM THESE CREATURES!

THIS IS SO VERY *COOL!*

LOOK! I THINK THAT'S AN *AVENGERS QUINJET* FLYING OVER FIFTH AVENUE--AND THAT FLASHING STREAK HAS GOT TO BE THE *HUMAN TORCH!*

TALK ABOUT A REPORTER'S DREAM! I'D LOVE TO SEE THAT BATTLE!

THEY'RE PROBABLY MOUNTING AN ASSAULT ON *ONSLAUGHT!*

EVERY SUPER POWERED HERO IN THE CITY MUST BE HEADED TOWARD IT!

YEAH...MAYBE...BUT *WE* BELONG DOWN-STAIRS!

WE'RE ONLY WASTING TIME UP HERE...WHEN WE COULD BE HELPING IN THE NEWSROOM!

YOU COMING, PHIL?

NO...UH... I'LL CATCH YOU GUYS LATER.

I HOPE!

I KNOW I'M GONNA REGRET THIS IN THE MORNING--

--(IF I SHOULD LIVE THAT LONG)--

--BUT I'M THROUGH WARMING THE BENCH!

I'M SO NERVOUS THAT MY FINGERS SHAKE AS I ACTIVATE MY TRUSTY REMOTE CONTROL--

--BUT THAT DOESN'T PREVENT MY TRUSTY GOBLIN GLIDER FROM ARRIVING ON THE SCENE ONLY A FEW MINUTES LATER!

(I MUST BE OUT OF MY FREAKING MIND!)

SLIPPING INTO MY COSTUME WITH-OUT CONSCIOUS THOUGHT--

--I HESITATE BEFORE I DON MY MASK!

(WHAT AM I TRYING TO PROVE?! WHO DO I WANT TO IMPRESS?!)

THE MASK IS THE SOURCE OF MY POWER!

ITS INTERNAL CIRCUITRY DELIVERS A HEAD ZAP WHICH SOMEHOW SPEEDS UP MY REFLEXES AND SUPER-CHARGES MY STRENGTH!

(I'M NO HERO!)

(I'M JUST A SLACKER WANNABE!)

SENSORS DETECT THE PRESENCE OF A NEARBY SUPER-HUMAN!

COLD FEAR KNOTS MY STOMACH AS I HEAR THE SENTINEL'S INHUMAN VOICE!

(I KNEW THIS WAS A MISTAKE!)

DAILY BUGLE

BUT THE GREEN GOBLIN DEALS WITH FEAR IN HIS OWN UNIQUE MANNER!

HAHAHAHA!

PWOOM! PWOOM!

DAMAGE TO EPIDERMAL LAYER FROM CONCUSSION GRENADES: INCONSEQUENTIAL.

INITIATING COUNTER-OFFENSIVE!

AW, MAN! I HOPE YOU'RE ONLY HYPING YOURSELF, ROBO-BRAIN--

--BECAUSE I'D REALLY HATE TO THINK ALL THOSE *PUMPKIN BOMBS* WENT TO WASTE!

THIS METAL MUPPET IS A LOT *TOUGHER* THAN HE LOOKS--

--AND HE LOOKS LIKE HE COULD STOMP AN ARMY OF HULKS!

BUT WITH A LITTLE LUCK, MY RAZOR-SHARP BATS WILL RIP THROUGH HIS THICK SKULL LIKE--

CLANG! CLANG! CLANG!

--A DULL KNIFE SCRATCHING AT A CONCRETE WALL!

KLEEE

SWELL! ALL I DID WAS SPOIL HIS HANDSOME FACE, AND MAKE HIM MAD...

REAL MAD!

I'M DESTINED TO BE A FRIED GREEN GUMBO UNLESS I PULL OUT ALL THE STOPS, AND QUICKLY UNLEASH--

--MY DREADED LUNATIC LAUGH!

HAHAHAHAHAHAHAHA!

I-IT'S WORKING!

MY SONIC ASSAULT IS ACTUALLY CAUSING HIM TO QUIVER AND CONVULSE!

I'M WINNING! I'M BEATING HIM! I REALLY--

SWAKK!

PWOK!

FWAP!

BWAM!

I...I BLEW IT!

(LIKE I ALWAYS KNEW I WOULD!)

I GOT TOO CARELESS! TOO COCKY!

(NEVER SHOULD HAVE RISKED MY LIFE!)

THE SENTINEL'S CLOSING IN!

I'M DEAD!

DEAD!

UNLESS...

BOLT-BRAIN DIDN'T EVEN NOTICE ME UNTIL I PUT ON THE MASK!

MAYBE I'LL FALL OFF HIS SENSORS IF I DITCH IT--!

H-HE'S... HESITATING!

DOES HE REALIZE THAT I'M COMPLETELY POWERLESS WITHOUT MY MASK?

(NOT LIKE I WAS MUCH OF A THREAT WITH THE DARNED THING ON!)

CAN HE REGISTER ME AS A NORMAL HUMAN?

WILL HE SPARE ME?!

XXX SPANK YOU VERY MUCH

WHEW

I NEVER HAD A CHANCE AGAINST THAT MONSTER!

(I FAILED!)

NO ONE CAN BLAME ME! THAT THING MUST HAVE BEEN TWENTY FEET TALL!

(I FAILED JUST WHEN IT COUNTED MOST!)

(THE WORLD'S TEETERING ON THE EDGE OF DESTRUCTION, AND I'M COWERING BEHIND A TRASH BIN!)

(WHAT DID I EXPECT?)

(I'VE ALWAYS BEEN A FAILURE!)

(A LOSER!)

(A DISAPPOINTMENT TO EVERYONE!)

(ESPECIALLY MY PARENTS--)

WHAT'S WRONG WITH THAT BOY? WHY CAN'T HE GET HIS LIFE TOGETHER?

HE'S STILL TRYING TO FIND HIMSELF!

(--AND MY OLDER BROTHER!)

HA! HE'S A QUITTER AND A COWARD! HE BARELY SURVIVED HIGH SCHOOL, AND DROPPED OUT OF COLLEGE!

HE'LL NEVER HAVE A DECENT JOB OR AMOUNT TO ANYTHING!

(THE ONLY ONE WHO EVER HAD ANY FAITH IN ME WAS MY UNCLE BEN.)

YOU DO GOOD WORK WHEN YOU APPLY YOURSELF!

(HE GAVE ME A JOB, AND HOW DID I REPAY HIM?!)

(I SHOT OFF MY MOUTH AND ALMOST GOT HIM KILLED A FEW MONTHS AGO!)

(IT WAS ONLY DUMB LUCK THAT I STUMBLED UPON HARRY OSBORN'S SECRET STASH OF GOBLIN GOODIES!)

(I ORIGINALLY BECAME THE GREEN GOBLIN TO SAVE MY UNCLE.)

(I STAYED THE GOBLIN BECAUSE IT WAS A LOAD OF LAUGHS!)

(SURRRE, I HAD SOME CLOSE CALLS, AND RAN ACROSS MY SHARE OF DERANGE-OS--)

(--BUT I STILL HAD A BLAST!)

(THAT PART OF MY LIFE IS OVER!)

(I CAN'T BE THE GOBLIN WITHOUT THE MASK--)

(--AND THE SENTINEL WILL RETURN--)

(--IF I PUT THE MASK ON!)

(HOW DOES A GUY LIKE SPIDER-MAN COPE WITH ALL THE PRESSURES OF BEING A COSTUME JOCKEY?)

(WHY DOES SOMEONE LIKE THE SCARLET SPIDER DISAPPEAR AFTER ONLY A FEW MONTHS?)

(WAS HE INJURED?)

(KILLED?!)

(OR DID HE JUST WIMP OUT?)

(WHAT ABOUT DARE-DEVIL?!)

(I HEARD HE'S FIGHTING SENTINELS, BUT HE DOESN'T SEEM TO HAVE ANY OBVIOUS SUPER POWERS.)

(I KNOW FOR A FACT THAT MY MASK MAKES ME STRONGER AND FASTER THAN HIM!)

(WHAT'S HIS SECRET?)

(PEOPLE CALL HIM THE MAN WITHOUT FEAR!)

(RIDICULOUS!)

(EVERYBODY'S AFRAID OF SOMETHING!)

(MAYBE HE JUST FACES HIS FEARS!)

(MAYBE HE JUST REFUSES TO BE CONTROLLED BY THEM!)

I NEVER INTENDED TO BE A *HERO.*

NEVER WANTED THE *HASSLES--*

--OR THE RESPONSIBILITIES!

BUT THIS MASK BELONGS TO *ME!*

I'M TIRED OF BEING A *LOSER!*

I'M THROUGH WITH BEING A *QUITTER!*

NO MATTER WHAT THE *CONSEQUENCES,* MY NAME IS *PHILIP URICH--*

-AND I AM THE GREEN GOBLIN!

HA HA HA HA HA!

AS IF THE ODDS WEREN'T ALREADY STACKED AGAINST ME--

--MY GLIDER ISN'T RESPONDING AS GOOD AS USUAL!

IT MUST HAVE BEEN DAMAGED IN THE CRASH!

I SHOULD HAVE TERMINATED YOU EARLIER--

--BUT MY PROGRAMMING PREVENTED ME FROM HARMING A HELPLESS HUMAN!

UH-OH! MY FORMER PLAYMATE ISN'T EXACTLY JUMPING FOR JOY AT MY RETURN!

YOU HAVE SOME-HOW REGAINED YOUR SUPER-HUMAN ABILITIES!

YEAH!

LUCKY ME!

I BARELY MANAGE TO DODGE HIS FIRST FEW BLASTS, BUT MY GLIDER IS ALREADY STARTING TO FLAKE!

A PROLONGED AERIAL BATTLE IS OUT OF THE QUESTION--

--AND I ALREADY KNOW THAT MY STANDARD WEAPONRY CAN'T HURT THIS STEEL SUCKER!

WHAT DOES YOUR PROGRAMMING SAY ABOUT A STUPID HUMAN?

THERE'S GOTTA BE A WAY TO CAP THIS CREEP!

THERE'S JUST GOTTA BE A-- HEYYYY!

YOUR DESTRUCTION IS INEVITABLE!

FLIGHT WILL NOT SAVE YOU!

KWAM!

MAYBE!

BUT YOU CAN'T BLAME A GUY FOR TRYING!

ODD! MY QUARRY HAS FLED TO THE NORTHWEST--

--BUT I NOW DETECT HIM APPROACHING FROM--

--THE SOUTHEAST?!

THAT'S BECAUSE I MERELY CIRCLED THE BLOCK, BUNKY!

THIS HAS GOT TO BE THE WACKIEST STUNT I'VE EVER ATTEMPTED!

MY TIMING MUST BE PERFECT! I WON'T GET A SECOND CHANCE!

I'VE ALREADY STRAPPED MY REMAINING PUMPKIN BOMBS TO THE GLIDER--

--AND KICKED MY TRUSTY STEED INTO KAMIKAZE MODE!

TURN AROUND, YOU STEEL-PLATED STOOGE!

FACE ME!

TIME TO EJECT--!

I'VE GOT A LITTLE PRESENT FOR YOU, AND I WANT IT--

--IN YOUR EYE, ROBOT GUY!

HAHAHAHA!

PWAKA-

BWOM!

THE FORCE OF THE BLAST SENDS ME SPIRALLING TOWARD A NEARBY ROOFTOP--

--AND MY RIVET-FILLED RIVAL AND I KISS THE GROUND AT THE IDENTICAL MOMENT!

I, HOWEVER, EVENTUALLY REGAIN CONSCIOUSNESS.

WHILE I SINCERELY DOUBT THAT THE WAR AGAINST *ONSLAUGHT* WILL BE SWAYED BECAUSE THERE'S ONE LESS *SENTINEL* ON THE STREETS--

--THIS IS ONE *VICTORY* WHICH I'LL ALWAYS SAVOR!

UNFORTUNATELY, MY GREATEST *WIN* IS ALSO MY GREATEST *LOSS*!

A STRAY CHUNK OF *DEBRIS* CAUGHT ME IN THE FACE AS I FELL FROM THE SKY.

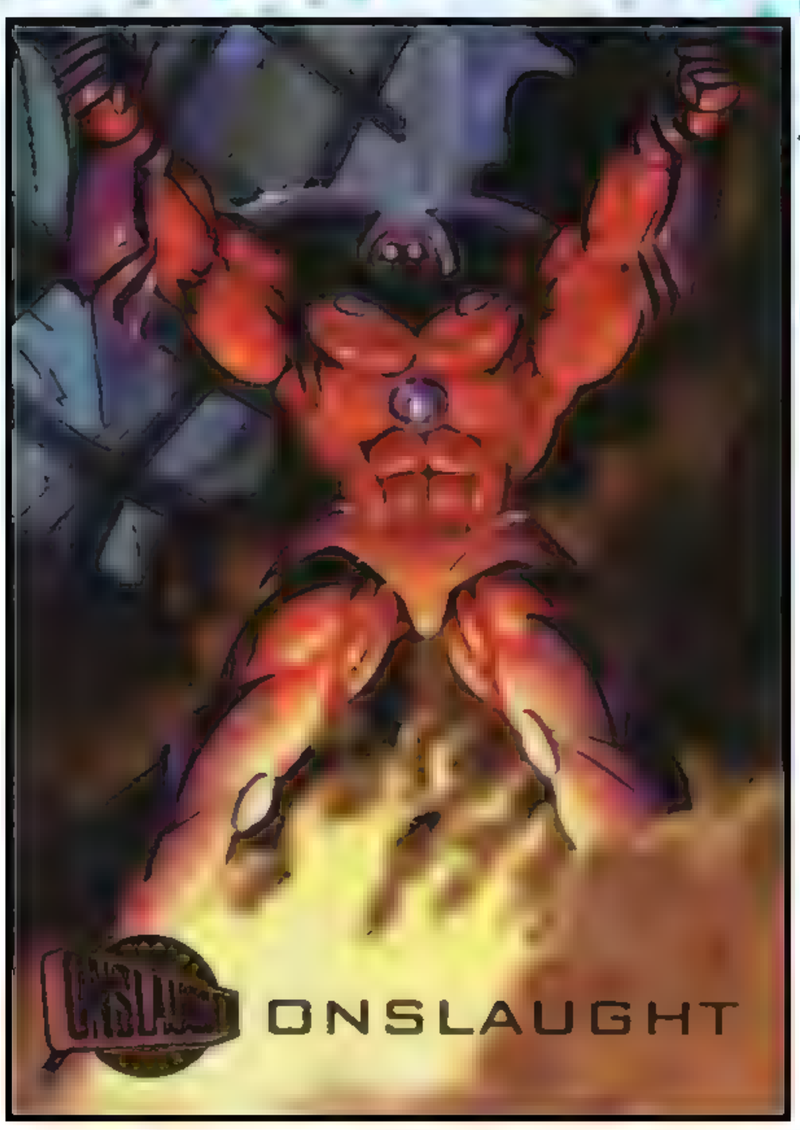
MY *MASK*--AND ITS DELICATE *INTERNAL CIRCUITRY*--MAY BE DAMAGED BEYOND REPAIR!

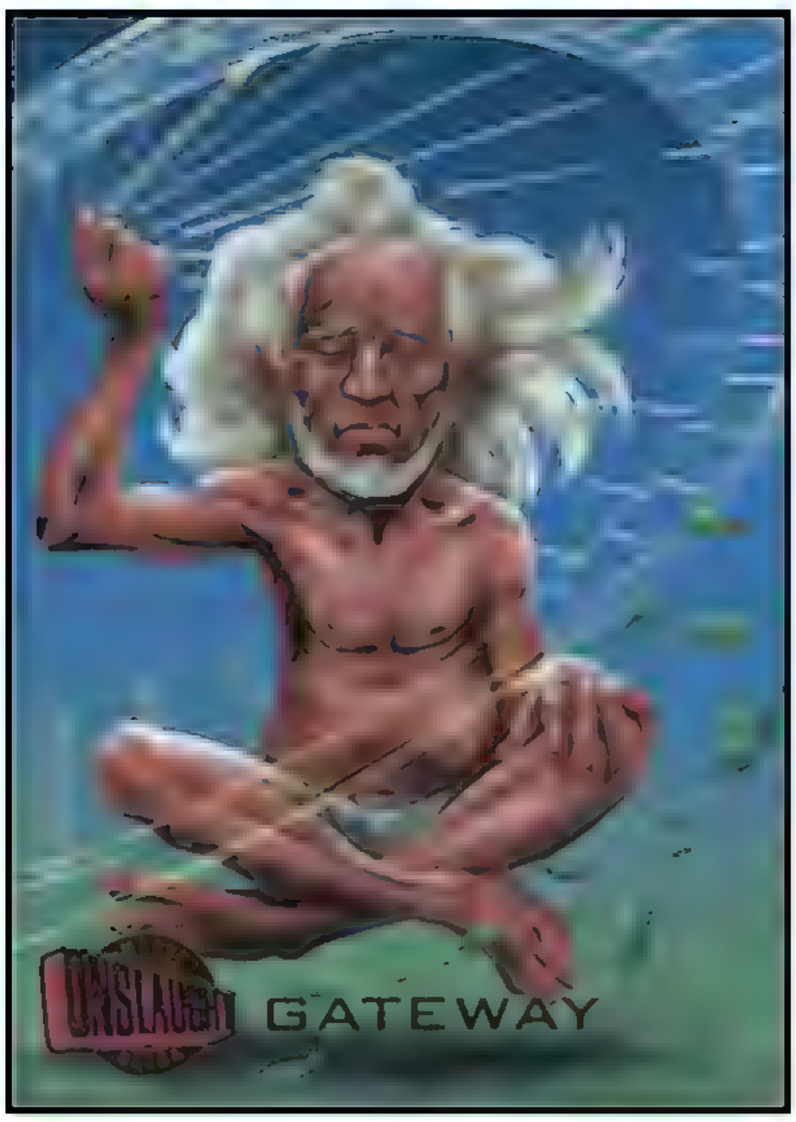
AND MY REIGN AS THE *GREEN GOBLIN* MAY HAVE FINALLY COME TO A RATHER ABRUPT *END*!

NEXT ISSUE: THE FINAL CHAPTER IN THE SAGA OF OUR EMERALD IDOL! WHATEVER YOU DO, WHEREVER YOU GO, YOU MUST NOT MISS THE MOST OFFBEAT ENDING OF ALL...

"TO GLIDE NO MORE!"

Marvel Ultra Onslaught 1996 **trading-card art by Jeff Matsuda, Darick Robertson, David Chlystek, Joe Kubert, Salvador Larroca, Jung Choi, Digital Chameleon, Regie Milburn & Malibu Comics**





MARVEL COMICS

SPIDER-MAN

SEPT '96 72

SPIDER-MAN

SPECIAL HEROES REBORN UPDATE INSIDE!

APPROVED BY THE COMICS CODE AUTHORITY

MUST-READ THIS MONTH! MARVEL COMICS

ONSLAUGHT IMPACT 2

LIFE USED TO BE SO SIMPLE.

I WAS PETER PARKER... THE AMAZING SPIDER-MAN.

THEN THINGS HAPPENED... THINGS CHANGED...

...AND NOW I'M CONTENT TO FILL MY WAKING HOURS AS A HUSBAND, A FATHER-TO-BE, AND A STAFF PHOTOGRAPHER FOR THE DAILY BUGLE.

NOT A BAD LIFE... REALLY.

IT'S NOT LIKE LIFE HAS GOTTEN ANY LESS INTERESTING SINCE I LOST MY SPIDER-POWERS.

GUESS I SHOULDN'T SAY "LOST"... THEY HAVE STARTED COMING BACK... SPORADICALLY.

RIGHT NOW I COULD REALLY USE THE PROPORTIONATE STRENGTH OF A SPIDER, NOT TO MENTION THE WALL-CLIMBING ABILITIES.

AN HOUR AGO I WAS ON THE WAY HOME FROM A STAY IN THE INTENSIVE CARE WARD OF NEW YORK UNIVERSITY MEDICAL CENTER WITH THE LOVE OF MY LIFE, THE WOMAN WHO IS CARRYING MY CHILD, MARY JANE PARKER.

SEE AMAZING SPIDER-MAN #415 -- Dr. Ralf.

SUDDENLY, JUST WHEN WE THOUGHT THINGS WERE STARTING TO LOOK UP FOR US...

...THE WORLD'S GONE MAD!

HOWARD MACKIE/ JOHN ROMITA JR./ AL WILLIAMSON
Story and Art

RICHARD STARKINGS& COMICRAFT Lettering
KEVIN TINSLEY Colors
MALIBU Enhancement
RALPH MACCHIO Editor
BOB HARRAS Chief

TOOK MARY JANE TO THE RELATIVE SAFETY OF THE DAILY BUGLE BUILDING. HAD TO GET AS FAR AWAY FROM MARY JANE AS POSSIBLE.

THE **SENTINELS** TARGETED ME AS A THREAT WHEN MY SPIDER-POWERS CAME BACK, THEN LEFT ME ALONE WHEN THE POWERS FADED.*

CAN'T RISK BEING NEAR HER AND THE BABY WHEN MY POWERS DECIDE TO KICK BACK IN.

I THINK I REMEMBER READING IN THE BUGLE THAT THE SENTINELS WERE ORIGINALLY DESIGNED TO "**PROTECT** THE HUMAN RACE FROM THE MUTANT MENACE."

WELL, OBVIOUSLY, SOMEONE'S CROSSED THEIR WIRES, BECAUSE I DON'T SEE A WHOLE LOT OF PROTECTING GOING ON.

SO, FOR NOW, ALL I CAN DO IS STAND HERE AND SNAP PICTURES WHILE THESE GIANT ROBOTS TERRORIZE THE CITY...

... AND HOPE THAT MY SPIDER-POWERS COME BACK IN TIME FOR ME TO MAKE A DIFFERENCE.

LIKE I SAID...

... LIFE USED TO BE SO SIMPLE.

* YOU GUESSED IT -- IN ASM#415-- Repetiitve Ralf.

WHOA!

GETTING A MAJOR BUZZ CUTTING THROUGH MY HEAD.

THAT WOULD BE MY **SPIDER-SENSE** RETURNING.

WHICH MEANS --

--SPIDER-MAN!

IT DOES FEEL WEIRD TO BE WATCHING **HIM** FROM THE SIDELINES.

IT WASN'T TOO LONG AGO THAT IT WOULD'VE BEEN **ME** WEARING THE WEBS.

FOR FIVE YEARS IT **WAS** ME.

THEN THE MAN CALLING HIMSELF BEN REILLY CAME BACK AND TURNED THE LIFE I THOUGHT WAS MINE UPSIDE DOWN.

THAT'S WHEN I FOUND OUT I WAS NOTHING MORE THAN A CLONE OF THE MAN I BELIEVED MYSELF TO BE.

A CLONE OF **HIM.**

BUT HE'S BACK.

HE'S GOT HIS LIFE AND I'VE GOT MINE... OR IS IT THE OTHER WAY AROUND?

WHATEVER! HE'S THE ONE RISKING HIS LIFE RIGHT NOW.

AND IT LOOKS LIKE HE'S IN TROUBLE. SPIDER-POWERS AREN'T BACK AT FULL STRENGTH YET, BUT...

... I'VE GOT TO DO SOMETHING.

BEN IS THE CLOSEST THING TO A BROTHER I'VE EVER HAD.

AND I KINDA LIKE HIM.

BUT IF HE IS ME --

-- OR I'M HIM --

-- DOES THAT MAKE ME A MAJOR LEAGUE EGOTIST... OR WHAT?

WAY TO GO, BEN!

DON'T LET THOSE OVERGROWN TIN MEN KEEP YOU DOWN!

BUT A COMPACT CAR? THAT'S THE BEST YOU COULD DO?

WHEN I WAS SPIDER-MAN, I SETTLED FOR NOTHING LESS THAN A STRETCH LIMO! THEY HAVE A LITTLE MORE HEFT.

BUT I GUESS A LITTLE WIMPY CAR CAN GET YOUR POINT ACROSS JUST AS WELL.

WHAM

OR NOT!

LOOKS LIKE THERE ARE JUST TOO MANY OF THE BIG GUYS FOR YOU, BUDDY.

SO...

IDENTIFICATION: SPIDER-MAN. NON-MUTANT ENHANCED HUMAN BEING. STANDING ORDERS: TERMINATION.

KTHUNK

THIS UNIT UNDER ATTACK FROM SECONDARY SOURCE.

THAT'S RIGHT, YOU OZ REJECT, I'M DOWN HERE!

IDENTIFICATION: JOHN DOE-8, NON-MUTANT ENHANCED HUMAN BEING. SECOND ATTEMPT TO INTERFERE WITH PRIME OBJECTIVES OF SENTINEL UNITS. STANDING ORDERS: UPGRADE FROM APPREHENSION TO...

...TERMINATION.

LOOKS LIKE I'VE GOT HIS ATTENTION.

LUCKY ME.

THWAP

PETER!

SURE... GIVE THEM MY NAME, WHY DON'T YOU?!

THIS UNIT'S OPTICAL RECEPTORS ARE OBSCURED BY A LONG-CHAIN POLYMER OF UNKNOWN ORIGIN.

THWAP

WAS THAT NOT MY INTENT?

IT'S BAD ENOUGH THAT HALF THE VILLAINS I'VE EVER FACED SEEM TO KNOW MY SUPPOSEDLY "SECRET" IDENTITY...

... NOW I'M GOING TO HAVE TO EXPLAIN TO MARY JANE WHY A FORTY-FOOT ROBOT IS FOLLOWING ME HOME.

GREAT.

JUST ***GREAT!*** IT'S NOT BAD ENOUGH THAT I STILL DON'T EVEN KNOW WHO THIS ***ONSLAUGHT*** IS... ***AND*** I SEEM TO HAVE MY OWN PERSONAL SENTINEL HIT SQUAD... NOW I'VE GOT TO SAVE ***YOUR*** BUTT, TOO!

WHAT ARE YOU DOING HERE, PETER?

WOULD YOU BELIEVE JUST TRYING TO LEND A HELPING HAND TO MY BIG BROTHER?

WONDERFUL.

LET'S GET YOU SOMEPLACE SAFE.

FUNNY HOW WHEN YOU DON'T HAVE ANY WEB-SHOOTERS, AND YOUR POWERS ARE FADING IN AND OUT...

... THE GROUND SUDDENLY SEEMS VERY **REAL** AND VERY FAR DOWN THERE.

HOLD ON TIGHT.

LIKE YOU HAVE TO TELL ME *THAT!*

YOU KNOW, BEN...

... YOU CAN JUST DROP ME OFF ANYWHERE. WHEN I SAY *DROP* I MEAN...

FRZAT

HE'S HIT! UNCONSCIOUS AND DROPPING LIKE A STONE.

AND THEY'RE COMING UP FAST!

LET'S SEE IF I REMEMBER HOW TO USE THESE WEB-SHOOTERS.

A FINGER HERE.

A "THWIP" THERE.

AND VOILA... A WEB-CHUTE.

HEY! IT'S DARK IN HERE!

HE'S COMING AROUND.

GOOD. I DON'T THINK WE'VE GOT MUCH TIME.

WHERE THE --?

RELAX, WE SEEM TO HAVE LOST THEM FOR NOW.

EITHER THIS STACK IS SHIELDING US FROM THEIR PROBES OR THEY'VE GOT SOMETHING ELSE TO DO.

EITHER WAY... CATCH A BREATH AND LET'S GET MOVING.

HOW..?

IT'S AMAZING HOW THE FEAR OF KISSING THE PAVEMENT FROM SEVERAL HUNDRED FEET UP WILL GET THE BLOOD RUSHING TO THE BRAIN.

SO ***WHERE*** ARE WE? SOMEHOW THIS PLACE SEEMS FAMILIAR.

NOW I REMEMBER/ BUT I THINK THE LAST TIME I WAS IN A ***SMOKESTACK*** I WAS BY ***MYSELF***... SUPPOSEDLY ***DEAD***, AND ***YOU*** PUT ME THERE TO ***CREMATE*** ME.

>HMMPH< GO FIGURE/ LOOKS LIKE WE AREN'T BURNING UP, Mr. SCIENCE MAJOR/

YEAH... YEAH... YEAH... GIVE ME A BREAK.

I ***THOUGHT*** I HAD JUST WATCHED MY ***CLONE*** DIE/ GUESS I WASN'T THINKING STRAIGHT. SO SUE ME/

NOW LET'S FIND A WAY OUT OF HERE THAT ISN'T SKYWARD/

STILL FALLING BACK ON THE *"WOE IS ME! MY CLONE DIED,"* EXCUSE... Huh?

WHAT NEXT...? MY PARENTS CAME BACK FROM THE DEAD AND TURNED OUT TO BE LIFE MODEL DECOYS?

I OUGHTA..!

I THINK YOU JUST DID. MEANWHILE, I...

... FOUND US A WAY OUT.

SO WHAT DO WE DO NEXT, BEN?

WE DO NOTHING.

IN CASE YOU HAVEN'T NOTICED, ***THIS*** IS A SPIDER-MAN THING.

AND I DON'T NEED ANY DISTRACTIONS FROM --

UGPH!

BEN?

I'M FINE. JUST A LITTLE WINDED FROM THE BLAST. I'LL BE OKAY.

THEY'RE COMING. WE'RE GOING TO HAVE TO TAKE A STAND.

NO!

THIS IS *MY* FIGHT, PETER. GET AWAY, GO TO YOUR WIFE.

GO TO YOUR LIFE.

AND TAKE THESE. YOU'RE GOING TO NEED THEM IF YOU'RE GOING TO GET PAST THE SENTINELS.

I'LL TAKE *ONE*. YOU DON'T HAVE A CHANCE AGAINST THEM WITHOUT YOUR WEBBING.

GO BE A DADDY, PETER.

HE'S RIGHT. I DON'T BELONG HERE. NEVER DID.

HE'S SPIDER-MAN!

HE'S THE ORIGINAL.

HE'S THE HERO.

ME... I'M JUST A MAN.

ALL UNITS, ALERT. PATROL Z-40 HAS LOCATED THE ENHANCED HUMAN DESIGNATE: SPIDER-MAN. INITIATING TERMINATION.

YEAH... YOU'RE RIGHT.

YOU ARE BY FAR THE MOST FEARSOME BAD GUYS I'VE EVER GONE UP AGAINST.

KRAVEN... A WIMP.

DOC OCK... A PUSHOVER.

NOPE... YOU SENTINELS MAKE THEM ALL LOOK LIKE A BUNCH OF RANK AMATEURS.

I'M JUST SITTING HERE, QUAKING IN MY TIGHTS, AND WAITING TO BE PUT OUT OF MY MISERY.

BUT, BEFORE YOU'RE KIND ENOUGH TO ***END*** MY MISERABLE LIFE, JUST LET ME STAND AND GIVE THE HAND THAT YOU, AND YOUR CREATORS, DESERVE.

WHAM

PARDON ME, DID I SAY *GIVE* YOU A HAND?

MY MISTAKE!

SEE! THAT'S JUST LIKE ME.

I CAN'T ***TELL*** YOU HOW MANY OF THE BAD GUYS THAT I'VE BATTLED HAVE SAID THAT MY INCESSANT JAPES AND JIBES GIVE THEM A SPLITTING HEADACHE.

READJUSTING OFFENSIVE PARAMETERS TO TERMINATE TARGET. SENTINEL DESIGNATE: 47139-B RENDERED PARTIALLY INOPERATIVE BY PROJECTILE THROUGH CRANIAL CASE.

READJUSTED OFFENSIVE SEQUENCE SUCCESSFUL. CAPTURE OF TARGET ACHIEVED IN 7.9 SECONDS FROM INITIATION.

TERMINATION OF OBJECTIVE IMMINENT.

IF I HAD A NICKEL FOR EVERY TIME I'VE HEARD *THAT*...!

MONETARY UNITS ARE INCONSEQUENTIAL IN THIS INSTANCE.

ALERT! POLYMER STRANDS OF UNKNOWN ORIGIN ENSNARING THIS UNIT'S CRANIUM.

YOU KNOW, I WAS AIMING FOR THE NECK, BUT...

COME ON. ALL I NEED IS FOR THE SPIDER-POWERS TO LAST A FEW MORE SECONDS.

A FEW MORE.

AND I... CAN DO...

...THIS!

AND THIS.

THWP

AND MAYBE... THIS... THIS... AND THIS!

KLUNK

CRAK

KLUNK

CRAK

KLUNK

CRAK

I'VE GOT TO TELL YOU SOMETHING, BEN...

... I KNOW YOU'RE THE REAL GUY.

AND I KNOW I DON'T HAVE YOUR EXPERIENCE, BUT...

...I WAS *GOOD* AT THIS!

YOU'LL GET NO ARGUMENT FROM ME.

AND THANKS.

SO WHAT DO YOU SAY I GIVE *YOU* A LIFT BACK DOWN INTO THE TUNNELS...

... AND WE FORMULATE A PLAN ON HOW WE'RE GOING TO RID THIS TOWN OF THE FORTY-ON FOOT PURPLE MEANIES?

DO YOU HAVE ANY IDEA WHAT WE'RE GOING TO BE UP AGAINST?

ABOUT AS MUCH AS *YOU* DO... SOME GUY NAMED ***ONSLAUGHT.*** WORD ON THE STREET IS THAT THE AVENGERS AND THE X-MEN ARE TAKING HIM.

FEEL UP TO FINDING THE FIGHT?

A LITTLE BIT MORE SO...

"...NOW THAT *YOU'RE* WITH ME."

DON'T MISS THE UNFORGETTABLE FINAL BATTLE IN:

MARVEL ONSLAUGHT UNIVERSE

MARVEL® COMICS

X-MEN

AUG. '96 18

ONSLAUGHT

PHASE 1

APPROVED BY THE COMICS CODE AUTHORITY

X-MEN™

ONSLAUGHT AND BEYOND!™ UPDATE INSIDE!

SAFETY IN NUMBERS!

GUEST STARRING X-FORCE®!

SKROCE + LA ROSA

"PEACE ON EARTH IS AN ILLUSION.

"A MIRAGE AT THE END OF A JOURNEY *WITHOUT* END. IT IS A PROMISE UNKEPT.

"THE SEEMING SERENITY OF ALL THE SANDS OF TIME --

"THE VAST UNBROKEN DESERT FROM YESTERDAY TO TOMORROW...

"... DISGUISES THE TRUE NATURE OF THE ROILING TURBULENCE BENEATH, THE NEVER-ENDING CONFLICT OF *LIFE* -- IN ALL ITS WONDROUSLY VARIED FORMS --

"... AND *DEATH.*

"A STRUGGLE THAT MUST CONCERN ME ONCE MORE...

"... IF MY FEARS ARE JUSTIFIED -- IF *HIS SARCOPHAGUS* IS INDEED --"

Stan Lee Presents:

IN THE COMPANY OF STRANGERS

-- EMPTY.

NEXTNIGHT FALLS FAR EARLIER THAN CALCULATED.

BELIEVING IN NOTHING SAVE HIS PRECIOUS "SURVIVAL OF THE FITTEST..."

THE APOCALYPSE WALKS AGAIN!

YET, THERE IS A NEW, UNPREDICTED *PLAYER* WHO HAS STEPPED FORTH AS WELL, TO CAST HIS SHADOW ACROSS THE LAND.

AND WHY SHOULD I FIND IT SO *ALARMING* WHEN IN THESE, THE VERY WORST OF TIMES...

IMPORTANT!

BE SURE YOU'VE READ DNA'S LAUGH: X-MEN AND UNCANNY X-MEN #335 - CURRENTLY ON SALE - BEFORE YOU READ THIS ISSUE - Joye

Terry KAVANAGH Steve SKROCE Bud LaROSA and Rob HUNTER
Writer Penciller Inkers

Richard STARKINGS & COMICRAFT Mike THOMAS MALIBU Joye GARDNER Bob HARRAS
Letters Colors Enhancement Editor Editor in Chief

"... ALL THINGS ARE POSSIBLE."

THE XAVIER INSTITUTE FOR HIGHER LEARNING, ONCE SANCTUARY AND SHELTER FOR THE MISFITS OF HUMANITY --

REFUGE AND RETREAT FOR THE RARE FEW MUTANTS AMONG US --

-- IS NOW A FOXHOLE.

AND NATE GREY -- QUITE POSSIBLY THE MOST POWERFUL MUTANT MIND KNOWN TO MAN --

-- IS ALONE...

... IN A CROWD.

DONUS

X-FORCE

KNOWS THE DRILL.

AN UNDERGROUND STRIKE-FORCE WITHOUT PEER, THEY KNOW THEY'VE GOT THE MEANS AND MOVES.

THEY KNOW THE MISSION -- KEEP YOUNG NATE ALIVE, AT ALL COSTS, AND OUT OF THE HANDS OF THE ENEMY --

-- BUT THEY DON'T KNOW THE ENEMY.

YET.

ONSLAUGHT.

RECOMMENDATIONS, PEOPLE..?

SUGGESTED STRATEGIES, POSSIBLE WEAK LINKS IN HIS --

NONE, *DOMINO*, LET'S GET REAL HERE --

-- AN' STOP BEATIN' AROUND THE THORN-BUSH...

THERESA ROURKE--

-- CALLED SIRYN, FOR HER ABILITY TO USE SOUND AS A WEAPON, SHE IS ONE OF THE FIRST OF A NEW BREED OF SECOND-GENERATION MUTANTS.

... THAT'S *XAVIER.*

PROFESSOR CHARLES XAVIER HIMSELF, *FOUNDIN' FATHER* OF ALL WHO WEAR THE X...

... DEFEATIN' THE *X-MEN.*

UP ON THE SCREEN. BIGGER 'N LIFE.

OUT THERE SOMEWHERE.

XAVIER... ONSLAUGHT... THE NUTTY PROFESSOR... ALL COMES DOWN TO THE SAME AGAIN, RED.

US AGAINST *THEM.*

AS USUAL.

TABITHA SMITH, MELTDOWN, IS CURRENTLY THE HOTHEAD OF THE GROUP.

INCREDIBLE. THE TAPE-LOOPS OF XAVIER'S BETRAYAL HAVE BEEN LOCKED DIRECTLY INTO THE MONITOR CIRCUITS...

... BUT THE HARDWARE ITSELF REMAINS UNTOUCHED.

HE'S LAUGHING AT US.

ROBERTO DaCOSTA -- A.K.A. SUNSPOT -- IS A SOLAR FUSE, BURNING EVER CLOSER TO THE SOURCE.

WE KNOW WHO ONSLAUGHT IS NOW, TEAM -- NO DOUBT ABOUT THAT ANYMORE --

" -- BUT WE STILL DON'T KNOW QUITE *WHAT* HE IS."

SUCH CASUAL CAMARADERIE AND FAMILIAR EASE, THE STRENGTH IN THEIR NUMBERS...

ANOTHER TIME -- ANOTHER WORLD --

-- THIS COULD HAVE BEEN A HAVEN FOR ME.

MAYBE EVEN A... HOME.

BUT THE BIG ONE, *CALIBAN* --

"-- AND DOMINO..."

NATE..?

THAT LOOK IN YOUR EYES, KID -- LIKE YOU HAVE SOMETHING TO SAY, BUT HAVE NO INTENTION OF SAYING IT --

-- I'D RECOGNIZE IT A MILE AWAY...

I *KNEW* A WOMAN LIKE YOU ONCE.

SHE WAS A COLD-BLOODED ASSASSIN...

... A HEARTLESS MERCENARY.

AND..?

SHE BUTCHERED MY FRIENDS IN COLD BLOOD, RIGHT BEFORE MY EYES.

LOVED EVERY MINUTE OF IT, TOO.

=OUCH=

AND YOU ALSO KNOW THAT WASN'T ME.

SUPPOSE I DO.

HARDLY MATTERS ANYWAY.

THIS IS *WAR.* THE *LAST* WAR, FROM ALL APPEARANCES.

WAR IS WHAT I DO BEST, DOMINO, ALWAYS HAS BEEN.

UNTIL I FOUND THIS WORLD, AT LEAST.

THIS BATTLEGROUND IS STILL SO STRANGE TO ME. AND YOUR X-FORCE SEEMS SO BALANCED -- SO COMPLETE ALREADY --

-- I AM OF LITTLE OR *NO* USE TO THEM.

EVERYBODY WANTS ME ALL OF A SUDDEN, NOW MORE THAN EVER.

BUT THE ONLY PERSON WHO *NEEDS* ME -- WHO EVER REALLY NEEDED *ME* --

"-- IS THE GIRL I LEFT BEHIND."

HE FINDS SOME COMFORT HERE.

NESTLED IN THE HEART OF THE **UPPER WEST SIDE** OF MANHATTAN...

... ST. JOHN THE DIVINE CATHEDRAL IS ONE OF THE PRECIOUS FEW PLACES SHE HAS EVER FOUND **COMFORT** IN THE CITY OF HER BIRTH.

IT'S NOT SO MUCH THE PRESENCE OF SOMETHING BIGGER, THE AWARENESS OF **SOMEONE** WATCHING HER, **SURROUNDING** HER --

-- THAT'S A SENSATION SHE'S NEVER BEEN ABLE TO ESCAPE, IN FACT, AND IT OFFERS FAR LESS SECURITY THAN IT SHOULD.

IT'S JUST THE **LIGHT** IN THE DARKNESS...

THE WAY THE STAINED-GLASS WINDOWS CASTS THE SHARPEST SHADES INTO THE DEEPEST SHADOWS --

-- SPLINTERS OF RED SLASHING THROUGH SHARDS OF BLACK --

-- REFLECTING MOSAICS OF CHAOTIC COLORS.

SHE KNOWS HOW THAT FEELS.

... FORGIVE US OUR TRESPASSES, AS WE FORGIVE THOSE WHO TRESPASS AGAINST US...

THRENODY ISN'T ALL TOGETHER.

A MUTANT WITH THE TWISTED ABILITY TO ABSORB AND RECHANNEL THE ENERGIES RELEASED IN DEATH, SHE'S A TARGET ON HER BEST DAYS.

TONIGHT -- WITH THE NEW CONFUSION IN HER HEART FEEDING THE OLD CACOPHONY IN HER HEAD --

... AND DELIVER US FROM EVIL...

-- SHE'S AN EASY TARGET FOR THOSE WHO HAVE TRESPASSED AGAINST HER.

ARCLIGHT...

...HARPOON...

...SCALP-HUNTER...

... AND VERTIGO.

AMEN.

MARAUDERS... A CLONED AND RE-CLONED VILLAINOUS SQUAD OF MUTANTS.

NO!!

RUN, LITTLE MOUSE, RUN --

CHT CHT CHT

BUDDA BUDDA BUDDA

-- BUT THERE'S NOWHERE LEFT TO HIDE!

UHNN...

THE TIMES THEY ARE A' CHANGIN', THRENODY...

... AND A TOUCH OF VERTIGO CAN STILL BE QUITE DISCONCERTING, I SEE.

BUDDA BUDDA

WOULDN'T... THINK SO... SCALP...

... IF YOU WALKED A MILE IN *MY* HEELS.

-ULK- -ULK- -ULK-

KRAKT

NOW TO FIGURE A WAY OUT OF THIS AMBUSH WITHOUT GETTING MYSELF KILLED.

WORST MISTAKE YOU EVER MADE, GIRL --

--WAS LEAVING YOUR LITTLE "X-MAN" BEHIND.

UNFF...

YOU HAD T'VE KNOWN *HE* WOULDN'T APPROVE OF THAT.

HAVE TO TRY AND CUSHION THE IMPACT AGAINST --

-- VERTIGO..?

STILL BREATHING..?!

SCALPHUNTER'S USING STUN PELLETS. THEN THE MARAUDERS *AREN'T* OUT TO KILL ME!

ALL I NEED T'DO IS CIPHER OFF SOME OF THAT PAIN SHE'S FEELING, LIKE I DID TO THAT GUY IN GREECE...

"... AND RELEASE THE ENERGY BACK AT THESE TWO-BIT CLONES."

YEAAARGH!

SEE X-MEN #57 FOR ALL THE DEADLY DETAILS - Jaye.

HA! BET THEY WEREN'T EXPECTING THAT!

AN' I KNOCKED THEM OUT, FOR NOW, AT LEAST --

-- WHICH WILL GIVE ME THE CHANCE TO MAKE GOOD MY ESCAPE.

THE 'RAUDERS OBVIOUSLY WANTED ME ALIVE FOR ...

WELCOME BACK, CHILD.

...SINISTER!

WELCOME *HOME.*

COME TO ME, MY DEAR.

THERE IS MUCH TO DISCUSS BETWEEN YOU AND ME.

YOU HAVE PLAYED YOUR ROLE OF DAMSEL IN DISTRESS ALL TOO WELL, *PRETTY DEATHSONG.*

THUS FAR.

BUT IT'S ONLY THE BEGINNING. THE BOY HAS YET TO COMPLETELY TRUST YOU.

READY OR NOT --

-- AND I DOUBT VERY, *VERY* MUCH THAT HE IS --

"-- THE SEED OF SUMMERS MUST BE HARVESTED..."

THIRTY MINUTES LATER...

PROBLEM, DOM.

DID WHAT I COULD WITH WHAT I HAD...

...FINALLY MANAGED TO STROKE THE EXTERNAL SECURITY MONITORS BACK ON-LINE --

-- WHEN PERIMETER-DEFENSE DRONES STARTED DROPPING LIKE FLIES AGAIN.

HOLD UP, GREY.

DON'T DO ANYTHING WE'LL ALL --

MY SURFACE *PSI-SCAN* OF THE ESTATE'S BEING BLOCKED.

SOMEONE -- SOMETHING -- IS OUT THERE.

COMING CLOSER.

AS SOON AS I PUNCH THROUGH THE INTER-FERENCE --

NO, NATE, IF IT IS INDEED ONSLAUGHT --

-- *EXPOSING* YOURSELF SO DIRECTLY TO HIM WOULD BE WAY TOO DANGEROUS.

ROURKE, TAKE CAL OUT TO SCOUT THE GROUNDS.

STAY HIGH AND FAST, DO NOT ENGAGE -- NO MATTER WHO OR WHAT YOU FIND --

-- AND REJOIN THE REST OF US DOWN IN THE ARMORY.

'STAR... HOW'RE YOU HOLDING UP?

THE YOUNG MUTANT NAMED SHATTERSTAR, A ONCE-PROUD REBEL WARRIOR FROM A WORLD THAT IS TRULY A STAGE --

-- BORN AND BRED TO BATTLE FOR THE ENTERTAINMENT OF OTHERS --

-- RECENTLY CAUGHT A SHOCKING GLIMPSE BEHIND THE CURTAIN.

AND IT SEEMS HE MAY NOT BE HALF THE MAN HE USED TO BE.

X-FORCE# 56 ~Joye

NOW'S NOT THE TIME, TABITHA.

I WILL NOT RETREAT, SIRYN.

IF THIS THREAT DOES, INDEED, PROVE TO BE --

A TRAP, WE KNOW.

AND YOU'RE THE QUARRY.

THE ONE WHOSE POWERS COULD -- AND PROBABLY, WOULD --

-- MAKE YE THE DEATH OF US ALL IN THE HANDS OF *ONSLAUGHT*...

...OR THE LAST T'STAND AGAINST HIM.

YE CANNAE COME, NATE.

BUT THE WAY I HEAR IT FROM *MOIRA MacTAGGERT* -- SEE IT IN YER FACE --

-- YE KNOW ALL ABOUT THE NATURE OF SACRIFICE ALREADY...

I DO INDEED.

RARE REMAINDER AND REMINDER OF A SUBTERRANEAN SOCIETY OF MUTANT MORLOCKS, EX-HORSEMAN OF APOCALYPSE HIMSELF...

...THE SEEMINGLY-SIMPLE TRACKER KNOWN AS CALIBAN HAS NEVER BEEN A STRANGER TO THE HUNT.

CALIBAN SENSES NO ONE AHEAD, FRIEND-THERESA.

NO OTHER MUTANT PRESENCE OR...

...OR...

WAIT... CALIBAN DOES DETECT --

CURIOUS...

Uhnn...

A TUNNEL-DWELLER WHO SURVIVED MY MARAUDERS' ATTACKS -- THEIR PURGE OF THE CROP WHO REEKED OF MY WORK, ALL THOSE YEARS AGO --

-- REBORN IN THE IMAGE OF *EN SABAH NUR.*

THIS CREATURE AND I WOULD HAVE MUCH TO EXPLORE TOGETHER...

"... IF TIME ALLOWED."

LAST STAND, BOYS AND GIRLS.

A TELEPATH OF *ONSLAUGHT'S* STATURE ALREADY KNOWS ALL THERE IS ABOUT OUR INDIVIDUAL POWERS, OUR TRIED-AND-TRUE COMBAT MANEUVERS...

... SO *EVERYTHING* GOES NOW.

WE MUST RELY ON CABLE'S MUNITIONS VAULT.

CHOOSE YOUR WEAPONS CAREFULLY, TEAM, CHECK AND *RECHECK* EVERYTHING.

TWICE.

GREY, FLASH MY THOUGHTS FOR ALL YOU NEED TO LEARN ABOUT --

DONE.

STILL CAN'T GET USED TO THAT.

CABLE'S SO BUTTONED-UP AND *"THINK BEFORE YOU ACT"* -- SO WARY OF WASTING HIS *TELEKINESIS* --

AND I'M JUST A KID WITH WAY TOO MUCH POWER ON HIS HANDS.

NOT QUITE CABLE.

NOBODY'S SAYING THAT, BELIEVE ME.

BUT YOU HAVE TO UNDERSTAND HOW THEY -- WE, *ALL* OF US -- HAVE COME TO FEEL ABOUT THE MAN...

I'M BEGINNING TO...

... CABLE RISKED HIS LIFE -- HIS VERY SANITY --

-- TO *SAVE* ME A FEW WEEKS AG --

CRACK

SEE [illegible] -- Jaye.

TRUTH.

I, TOO, OWE A GREAT DEBT TO *NATHAN CHRISTOPHER.*

THANKS TO THE MAN...

"... THE BOY -- *ALL* THAT I STRIVED FOR FOR SO LONG -- WILL BE MINE AGAIN!"

HOW..?

WHO --?! WHO COULD HIDE FROM MY...

AT LONG LAST, WE FINALLY MEET, STRIPLING... FACE TO FACE.

THE PLEASURE'S MINE, NO DOUBT.

Y-YOU --

-- IT CAN'T BE YOU --

MEMORIES ABRUPTLY FLOOD NATE'S MIND, LITERALLY, A TIDAL WAVE OF THOUGHTS AND FEELINGS RAGING OUT OF HIS CONTROL.

THE SUDDEN SIGHT OF THIS MAN SO LIKE THE MONSTER WHO SLAUGHTERED FORGE --

-- THE CLOSEST HE WOULD EVER KNOW TO FAMILY, TO A FRIEND, TO A FATHER --

-- SWEEPS HIM THROUGH A GLIMMER OF RELEVATION.

AN IMPORTANT REVELATION.

SINISTER --?

SINISTER CREATED ME?!

NATHAN...

KWOOM

AWAY FROM HIM Dr. DEMENTO -- NOW -- -- THE KID'S WITH X-FORCE!

HARDLY A HURDLE, I DARESAY...

POOM

CHOOM CHOOM

UNNF!

... TO ONE WHO HAS THE KNOWLEDGE --

-- AND ABILITY --

-- TO PREVENT YOU FROM ACCESSING YOUR MUTANT POWERS.

I DID NOT DEDICATE *MY LIFE* TO STUDYING GENETIC MUTATION FOR NAUGHT, MIND YOU.

IT'S ME YOU'RE AFTER, NOT THEM.

LEAVE THEM ALONE.

GREY..?

SUCH A MAGNIFICENT CULMINATION OF GENETIC PERFECTION. ALL I'VE EVER WANTED -- AND *WORKED* TOWARD -- EMBODIED IN ONE RAW, UNTRAINED BOY.

YOU NEED NOT FEAR ME.

THE UNEXPECTED *X-MAN* WHOSE ARRIVAL HERE IN THIS REALITY MAY HAVE *AWAKENED* THE VERY CONCEPT OF ONSLAUGHT --

W-WHAT..?

-- THE ONE WHO GAVE THE *PSI-BEAST* ***PHYSICAL ACCESS*** TO ITS ARMOR FOR THE FIRST TIME.

FORCIBLY PULLING XAVIER FROM THE ASTRAL PLANE... VIRTUALLY TEACHING HIM HOW --

SAVE IT, SINISTER!

YOU'RE A LIAR.

I COULD *NEVER* BELIEVE *ONE WORD* YOU SAY.

I KNOW ALL ABOUT YOU AND YOUR GENETIC GAMES, WHAT YOU DID TO *THRENODY* -- HOW YOU USED HER TO SPY ON MUTANTS AROUND THE GLOBE.

WE USED EACH *OTHER.*

I SAVED THE GIRL FROM HER OWN SAD SONG, *SUMMERSEED* --

-- FROM A POWER THAT WILL CONSUME HER WITHOUT ME. DO NOT *DOUBT THAT* FOR A *SINGLE MOMENT* --

YEAAR!

-- AND I WILL DO *EXACTLY* THE SAME FOR YOU...

WHA..?

IN THE WEEKS I'VE *STUDIED* YOU AND YOUR ABILITIES, NATHAN --

-- MET AND MAPPED YOUR MIND FAR MORE INTIMATELY THAN YOU COULD POSSIBLY YET KNOW, IN FACT --

-- I LEARNED ALL ABOUT YOU.

THE INFINITE POTENTIAL...

... AT YOUR COMMAND...

N-NO...

... THE FULL PROMISE... OF THE MAN CALLED CABLE...

MINE... ONCE BEFORE...

UHNN...

...

MINE BY *RIGHT.*

CONTINUES IN X-FORCE 57 NEXT WEEK, THEN IN X-MAN 19!

MARVEL COMICS

X-MEN

AUG '9 57

APPROVED BY THE COMICS CODE AUTHORITY

X-TRA

ONSLAUGHT IMPACT 1

SOMETHING SINISTER AMONG US

FEATURING:

X-MAN

ADAM POLLINA
MARK MORALES

CALIBAN'S FRIENDS ARE IN TROUBLE.

CALIBAN IS IN TROUBLE.

CALIBAN DIDN'T MAKE THE TROUBLE.

CALIBAN IS A GOOD PERSON.

JUST SO WE HAVE IT CLEAR, *SINISTER.*

THE *ONLY* WAY YOU'RE LEAVING HERE WITH NATE GREY IS OVER *MY DEAD BODY.*

BOLD WORDS, FAIR *DOMINO.*

BUT IF THAT IS THE PRICE FOR MY *TASK* AT HAND --

-- I WILL BE *MORE* THAN WILLING TO PAY IT.

SOMEONE ELSE MADE THIS MESS.

CALIBAN REMEMBERS NOW.

CALIBAN REMEMBERS *Mr. SINISTER.*

JEPH LOEB WRITES
ANTHONY CASTRILLO PENCILS
MARK MORALES INKS
RICHARD STARKINGS & COMICRAFT LETTERS
MARIE JAVINS COLORS
MALIBU ENHANCEMENT
BOB HARRAS PROUD POPPA

Stan Lee Presents:

IN THE COMPANY OF STRANGERS

PART 2 THE BEST LAID PLANS...

IMPORTANT! CONTINUED FROM X-MAN #18! ON SALE NOW!

YOU CAUGHT US BY SURPRISE.

BUT, YOU'RE NOT GOING UP AGAINST A BUNCH OF *KIDS* ANYMORE.

LAST TIME WE RAN INTO EACH OTHER, YOU TREATED ME LIKE I WAS *NOTHING.*

TIME FOR A LITTLE PAYBACK!

PLEASE.

PUT DOWN THAT ABSURD WEAPON.

NONE OF CABLE'S *WHELPS* CAN HEAR YOU.

CALIBAN AND HIS FRIENDS WERE *SUPPOSED* TO STOP *ONSLAUGHT* FROM TAKING NATE GREY.

BUT ONSLAUGHT DID NOT COME. *Mr. SINISTER* CAME TO TAKE NATE GREY.

CALIBAN DOESN'T UNDERSTAND IT, BUT *ONSLAUGHT IS FRIEND-CHARLES-XAVIER.*

THIS IS FRIEND-CHARLES-XAVIER'S *HOUSE.* IN A PLACE CALLED WESTCHESTER. HE EVEN LETS US LIVE HERE.

CALIBAN USED TO LIVE IN THE *SEWERS.* THIS IS BETTER.

THAT'S WHY CALIBAN ALWAYS LIKED FRIEND-CHARLES-XAVIER. HE *HELPS* MUTANTS.

WE HAVE POWERS -- SOMETIMES SCARY ONES. LIKE CALIBAN. LIKE CALIBAN'S FRIENDS.

LIKE X-FORCE

CALIBAN'S HEAD IS ON *FIRE.*

SOMETHING IS HAPPENING TO CALIBAN.

SOMETHING *BAD...*

DON'T YOU FIND IT THE *LEAST* BIT *IRONIC?*

THAT *YOU* OF ALL PEOPLE WOULD STAND *AGAINST* ME, DOMINO?

CABLE #28 - Bob.

CALIBAN! YOU'RE IN THE LINE OF FIRE!

YOU DON'T ACTUALLY EXPECT ME TO TURN AROUND AND --

RRROOAAR

EH?

AAARRGH!

DOMINO STOPS HERSELF.

FOR WHILE THIS WOMAN WHOSE PAST IS SHROUDED IN MYSTERY HAS SEEN **MANY THINGS** -- (SOME MIGHT EVEN CALL HER **JADED**) --

-- CALIBAN'S ACTIONS ARE... **UNEXPECTED** TO SAY THE LEAST...

SO... THE *HOUND* SHOWS HIS TRUE COLORS!

I SEE NOW THAT ALLOWING YOU TO ESCAPE THE SLAUGHTER OF YOUR FELLOW *MORLOCKS* WAS...

... AN *ERROR* ON MY PART.

RRRRR

IN THE CLASSIC "MUTANT MASSACRE" -- Bob.

FASCINATING.

THIS IS MORE THAN *MERE RAGE* AT WORK.

IT HAS ALL THE HANDPRINTS OF MY ANCIENT FOE, *APOCALYPSE.*

HAVE AT ME, *PUPPET.*

LET US FIND OUT HOW WELL *"THE ETERNAL ONE"* HAS PLAYED HIS HAND.

WWWAAA

RRRR

APPARENTLY, WHEN CALIBAN WAS *GENETICALLY ALTERED* BY HIM --

-- *APOCALYPSE* IMPLANTED SOME SORT OF *FAILSAFE DEVICE* AGAINST *ME* IN PARTICULAR.

THIS IS... *UNBELIEVABLE.*

CALIBAN'S *ACTUALLY* HOLDING HIS OWN AGAINST SINISTER.

HE'S *NEVER* HINTED AT THAT KIND OF POWER TO US..!

IT IS A HORRIBLE THING TO LOSE CONTROL.

TO HAVE YOUR **HUMANITY** STRIPPED AWAY --

-- SO THAT ALL THAT IS LEFT IS AN ENGINE OF **DESTRUCTION.**

A COLD, **MERCILESS,** UNSTOPPABLE MACHINE --

-- WHERE ONCE WAS A GENTLE SOUL.

MAN-O-MAN-O-MAN.

IS THAT CALIBAN GOING **WILD?!**

FOR THE YOUNG WOMAN WHO CALLS HERSELF **MELTDOWN,** THE **APPEAL** OF CUTTING LOOSE HAS BEEN LURING HER FOR SOME TIME.

UP TILL NOW, SHE HAS FOUND HER POWER ALMOST **INTOXICATING** --

-- BUT AS EACH MEMBER OF THE TEAM REGAINS CONSCIOUSNESS...

SHATTERSTAR -- WHOSE SWORDSMANSHIP AND ACROBATICS KNOW NO PEER (ALTHOUGH OF LATE ALL THAT IS IN QUESTION).

EVEN **NATE GREY** -- THEIR NEWFOUND ALLY WHOSE TELEKINETIC AND TELEPATHIC POWERS ARE OF **STARTLING** PROPORTIONS.

SUNSPOT -- WHO BROILS WITH A NEARLY INEXHAUSTIBLE SELF-CONTAINED SOLAR ENERGY.

... THEY ALL SHARE **THE SAME THOUGHT.**

AT ONE TIME OR ANOTHER, MUTANTS CAN LOSE CONTROL OF THEIR AWESOME POWERS.

AND THEY WONDER... "COULD THIS HAPPEN TO **ME?**"

ALL RIGHT.

CALIBAN MAY HAVE BOUGHT US A LITTLE TIME --

-- BUT OUR ***RESPONSIBILITY*** IS STILL THE SAME AND THAT'S KEEPING ***ONSLAUGHT'S*** MITTS OFF OF NATE GREY.

SO I SUPPOSE WE SHOULD BE ***GRATEFUL*** THAT WHEN CABLE BUILT THIS ***ARSENAL*** DOWN HERE --

-- OVER XAVIER'S OBJECTIONS, I MIGHT ADD --

WARNING SELF-DESTRUCT SYSTEM

-- HE DID IT WITH A ***BACK-UP PLAN.***

BRACE YOURSELF, KIDS --

--FIRE IN THE HOLE!

THE XAVIER INSTITUTE FOR HIGHER LEARNING, SALEM CENTER, WESTCHESTER, NEW YORK.

THROUGH THE YEARS, THIS VENERABLE MANSION HAS GONE FROM BEING A HOME TO A SCHOOL TO THE HEADQUARTERS --

-- OF BOTH THE UNCANNY X-MEN AND THE UNPREDICTABLE X-FORCE.

IT HAS BEEN **BESIEGED** FROM THE OUTSIDE BY THE LIKES OF **MAGNETO** AND **JUGGERNAUT** --

-- AND MOST RECENTLY, PREYED UPON BY **XAVIER** HIMSELF AT THE HAND OF **ONSLAUGHT.**

AND YET, THROUGH XAVIER'S STRENGTH OF WILL, THEY HAVE ALWAYS, ALWAYS, **ALWAYS** REBUILT.

BUT AS **THE FIREBALL** LIGHTS UP THE NIGHT SKY --

-- THERE IS A CERTAIN AIR OF **SADNESS.**

FOR THIS IS **ONE TIME** THOSE WHO HAVE FOLLOWED THE DREAM OF CHARLES XAVIER --

-- THAT HUMANS AND MUTANTS WOULD ONE DAY LIVE IN HARMONY --

-- WORRY IT WILL NOT **SURVIVE** THIS NIGHTMARE.

AT THAT MOMENT...

JAMES..?

I DON'T KNOW, *RISQUE.* I JUST DON'T KNOW.

AFTER WHAT WE HEARD ABOUT WHAT'S GOING ON IN *NEW YORK* --

-- THE *SENTINELS* --

-- THE *DESTRUCTION* --

-- I NEVER EXPECTED ANYTHING *THIS* BAD TO HAPPEN.

BUT I WAS COUNTING ON THE MANSION BEING *SAFE* --

-- *EVERYONE* BEING SAFE.

JAMES, *PLEASE,* LISTEN TO ME.

I'VE GOT A BAD FEELING ABOUT THIS.

WHAT IS IT YOU ALWAYS SAY TO ME?

"WHAT'S LIFE WITHOUT A LITTLE *RISQUE?*"

*HIS NAME IS **JAMES PROUDSTAR.** AS **WARPATH,** HE'S ARGUABLY THE **STRONGEST** MEMBER OF X-FORCE.*

FOR A TIME, HE HAS BEEN AWAY IN FLORIDA.

IN THE COMPANY OF A WOMAN HE BARELY KNOWS, BUT HAS GROWN QUITE FOND OF.

HER NAME IS RISQUE.

*AND AS THEY'RE BOTH ABOUT TO LEARN, ONE CANNOT **RUN AWAY** FROM ONE'S PROBLEMS... FOR THEY ONLY GET **WORSE.***

PICK UP JUST ABOUT ANY MARVEL COMIC IN THE WHOLE FERSHLUGGINER UNIVERSE! -- Bob.

BUT --

LOOK, I'M *GOING* INSIDE.

I... APPRECIATE YOU COMING ALONG AND ALL WE'VE SHARED --

-- BUT I HAD NO IDEA WE WERE COMING BACK TO *THIS!*

NOW, I *UNDERSTAND* THAT THIS ISN'T ANY OF YOUR BUSINESS AND IF YOU --

NO! THEN YOU DON'T *UNDERSTAND.*

I DIDN'T PUT MY LIFE *ON HOLD* JUST TO HAVE A LITTLE FUN.

SO YOU BETTER GET USED TO THE FACT THAT *YOUR* BUSINESS *IS* MY BUSINESS.

ALL RIGHT, THEN...

MAN, WHAT A DIFFERENCE FROM THE *INDIFFERENCE* SIRYN'S SHOWN ME ALL THE TIME...

SIRYN...

... WHAT IF SHE'S BEEN HURT IN THE EXPLOSION?!

INSIDE...

ROGUE!

ENOUGH.

PERHAPS I HAVE... UNDER-ESTIMATED THESE... *CHILDREN.*

BUT, FROM WHAT I'VE GLEANED FROM BOTH THE MONSTROUS SUGARMAN --⊗

-- AND THE SAVAGED MEMORIES OF THE X-MAN, BISHOP --⊗⊗

-- *NATE GREY* REPRESENTS THE *CULMINATION* OF MY LIFE'S WORK.

I, ALONE, SAW TO IT THAT *CABLE* WAS BORN AS A SAFEGUARD AGAINST APOCALYPSE.

IN TURN, APOCALYPSE *PERVERTED* THAT PLAN WITH THE TECHNO-ORGANIC VIRUS.

NATE GREY HAS NO SUCH WEAKNESS.

BY RIGHT AND BY MY WILL, BEFORE THIS NIGHT IS THROUGH --

-- *NATE GREY WILL BE MINE!*

SEE CABLE #28 -- Bob.

SEE X-MEN #52 -- Bob.

ELSEWHERE IN THE HOUSE...

AT LEAST, WE'RE ALIVE AND WE'VE STILL GOT GREY.

YOU'VE GOT GUTS. LADY, I'LL GIVE YOU THAT.

HOW DID YOU KNOW WE'D SURVIVE THAT EXPLOSION?

I DIDN'T.

BUT... SOMETIMES THINGS HAVE A HABIT OF GOING MY WAY.

WHAT?!

YOU JEOPARDIZED *ALL* OUR LIVES, ON A HUNCH?

JUST BECAUSE THE *THREE* OF US MADE IT, HOW DO WE KNOW THE REST OF THE TEAM ISN'T—

SUNSPOT!

I DON'T HAVE TIME FOR THAT FAMOUS DaCOSTA *ARROGANCE.*

I DID WHAT I *HAD* TO, GIVEN THE CIRCUMSTANCES.

CABLE WOULDN'T—

DON'T GO THERE, BOBBY.

LOOK, SINISTER HAS MANAGED TO SHUT DOWN MY POWERS.

I CAN'T BE OF ANY USE TO ONSLAUGHT *NOW.*

NOT A CHANCE. IF SINISTER COULD SHUT YOU DOWN, MAYBE *WE* CAN START YOU UP AGAIN.

BUT... HOW..?

YOU'LL ONLY BE DISAPPOINTED...

MAYBE I *SHOULD* TURN MYSELF OVER TO SINISTER AND TAKE MY CHANCES WITH HIM.

AT THAT MOMENT... SOME TWO STORIES BELOW THE MANSION.

CALIBAN DOES NOT UNDERSTAND.

CALIBAN REMEMBERS "PATCH EYE" YELLING.

NOW, CALIBAN IS ALL ALONE --!

-- NOT QUITE, BIG GUY.

THAT WAS SOME SHOW YOU PUT ON UPSTAIRS.

TABITHA?

CALIBAN WAS NOT "PUTTING ON A SHOW."

CALIBAN WAS...

... OUT OF CONTROL...

DON'T GET ALL WIMPY, CAL. YOU DID A GOOD THING.

BUT... WHAT IF CALIBAN DOES IT AGAIN?

AND SOMEONE CALIBAN *LIKES* GETS HURT?

HIS VOICE... HE'S REALLY SCARED...

... I SHOULD JUST LET HIM WORK IT OUT THE HARD WAY.

EVERYTHING HE'S FEELING, I MEAN --

BEEN THERE. DONE THAT.

IT MIGHT BE BECAUSE SHE DOESN'T THINK ANYONE WILL SEE THEM.

OR MAYBE, WHEN YOU STRIP IT ALL AWAY, THERE'S A SCARED LITTLE CHILD SOMEWHERE INSIDE TABITHA SMITH AS WELL.

BUT FOR ALL HER BRAVADO, SHE KNOWS IN THE END WHAT CALIBAN IS LOOKING FOR...

... BECAUSE FOR YEARS, IT IS NOTHING LESS THAN WHAT SHE HERSELF HAS YEARNED FOR...

C'MERE, YOU LUG.

YOU'RE NOT GOING TO HURT ANYBODY.

SHHH... SHHH...

... AND NOBODY'S GONNA HURT US EITHER...

SOON...

LOOK, I DON'T PRETEND TO KNOW *DAY ONE* ABOUT GENETIC MUTATION.

AND WE ALL KNOW SINISTER PRACTICALLY WROTE THE BOOK ON IT.

BUT, IF *HE'S* GOT IT IN HIM TO SHUT YOU DOWN, NATE --

-- WHY HASN'T HE DONE THAT TO *CABLE* IN ALL THIS TIME?

DON'T ASK *ME.*

CABLE AND I *AREN'T* THE SAME PERSON.

OUR RECENT... ENCOUNTER... MORE THAN PROVED THAT.⊗

-- I WOULD GUESS AND SAY IT IS BECAUSE OF THE *TECHNO-VIRUS* IN CABLE'S BLOOD-STREAM.

ANOTHER WAY THAT *APOCALYPSE* SAW TO IT THAT SINISTER COULD NOT GET AT CABLE.

MAYBE...

... BUT, WHAT IF IT'S SOMETHING *ELSE?*

SOMETHING THAT HAS TO DO WITH CABLE'S TEACHINGS.

I'VE SEEN FOR MYSELF. CABLE'S GOT SOME KIND OF... I DON'T KNOW... *PROTECTIVE AURA.*⊗

CABLE #25 -- Librarian Bob.

THEN, WE MIGHT AS WELL PACK IT IN.

'CAUSE THE *BIGGEST* DIFFERENCE BETWEEN ME AND CABLE --

-- IS THAT I DON'T KNOW *JACK* 'BOUT *ASKANI ANYTHING.*

TRUE.

BUT... SOMEHOW, IN SOME WAY, *I* DO.⊗

NOT THAT ANYONE IS ASKING ME, BUT --

IN THE SEMI-CLASSIC CABLE #30-31 AND X-MAN #14 -- Bob.

AS WE ALL FOUND OUT IN X-FORCE #50! -- Bob.

THEN, WE HAVE TO RISK A LITTLE *PSIONIC SURGERY.*

NATE, YOU THINK YOU HAVE *ONE* PSI-PROBE LEFT IN YOU?

JUST.

I GOTTA WARN YOU, SUNSPOT. I MAY BE ONE OF THE WORLD'S MOST *POWERFUL* TELEPATHS --

-- BUT WHEN IT COMES TO *SKILL...*

AS CABLE WOULD SAY, *"WE LEARN BY DOING,"* NATE.

ALTHOUGH... DOMINO, IF NATE *REMOVES* THE ASKANI TEACHINGS CABLE LEFT IN MY MIND --

-- WHAT WILL HAPPEN TO ME?

WILL I REVERT TO REIGNFIRE'S PERSONA?

CONFIDENCE. LOVE THAT IN A MAN.

ONE DAY WE'LL GET TO THAT EPIC TALE, WE PROMISE! -- Bob.

WE CROSS *THAT BRIDGE* WHEN WE COME TO IT, BOBBY...

... AND *PRAY* THAT *AFTER* ONSLAUGHT, THERE'S THAT BRIDGE LEFT TO CROSS.

SUDDENLY...

*IN A BURST OF TELEKINETIC ENERGY, THE PSIONIC IMAGE OF **BLAQUESMITH** APPEARS.*

*RESULTING IN A **PSI- BACKLASH** THAT KNOCKS **BOTH** NATE AND SUNSPOT FOR A LOOP.*

*FOR IN ALL THINGS THAT INVOLVE **THE ASKANI** -- THAT QUASI-RELIGION WITH WHICH CABLE WAS TUTORED IN THE FUTURE --*

*-- HIS OFTEN **UNWELCOME** TEACHER AND MENTOR, HAS A MYSTERIOUS HAND.*

IF·a /ΣΕΓΗ·ι ЯΟΙΡ·ωΙΓΓΜ ΣΓΘΘЯ IF

THAT WENT WELL...

THERESA ROURKE HAS A GIFT.

LIKE HER FATHER, GENERATION X'S LEADER -- AND FORMER X-MAN -- **BANSHEE**, SHE CAN TURN SOUND INTO A DEADLY FORCE.

AN ADMIRABLE EFFORT, ***SIRYN.***

BUT, FOR ONE WHO CAN MANIPULATE HIS OWN GENETIC MATERIAL --

-- ***WOEFULLY*** INADEQUATE.

I'LL DELIGHT IN TELLING YOUR FATHER HOW YOU DIED WHEN NEXT I SEE HIM.

NO!

THERE WILL BE NO *FURTHER* BLOODSHED *THIS* NIGHT --

-- SAVE YOUR *OWN.*

LITTLE MAN.

BRAK

AND AT ANY OTHER TIME, IT MIGHT BE *INTRIGUING...*

... TO SEE WHAT YOU *WOULD* DO WITH THAT KNOWLEDGE.

IF YOU HAD THE *SLIGHTEST* INKLING OF THE TRUE POWER YOU WIELD --

-- YOU MIGHT MAKE GOOD ON THAT BOAST.

*BETWEEN SINISTER'S GNAWING **SCIENTIFIC CURIOSITY** AND HIS OVERWHELMING **EGO**, HE DOES NOT NOTICE --*

-- A BLUR THAT APPROACHES...

...AN ONCOMING FREIGHT TRAIN NAMED WARPATH!

BOOM

I PRAY WE GOT HERE IN TIME, SIRYN.

RISQUE, NOW!

I'M ON IT, JAMES!

THAT'S... SINISTER HIMSELF...

... I... KNEW I MIGHT RUN INTO SOME OF THE LEGENDARY ONES...

... BUT NOT THIS SOON...

UP UNTIL NOW, WHAT RISQUE HAS SHOWN OF HER POWER IS THAT SHE CAN IMPLODE ANY INORGANIC THING --

-- AND WHILE IT KEEPS ITS MASS, SHE CAN HURL IT WITH AWESOME CONSEQUENCES.

THAT GIRL.

A MUTANT WHO IS UNKNOWN TO ME?!

FASCINATING.

JIMMY..?

'TIS IT REALLY YE?

I'M BACK, TERRY.

AND I'VE BROUGHT HELP.

THE IGNORANCE OF *YOUTH.*

YOU *THINK* YOU ARE FIGHTING FOR SOME *JUST CAUSE* --

-- WHEN YOU HAVE *NO IDEA* OF THE STAKES THAT ARE IN PLAY.

APOCALYPSE IS *ALIVE!*

AND ONCE AGAIN *THIS VERY PLANET* TEETERS ON THE SHEER CLIFF WHICH WOULD HAVE IT TOPPLING INTO HIS GAPING MAW.

THAT IS WHY I MUST HAVE THIS WONDROUS CREATION.

GET THIS STRAIGHT, SINISTER --

-- WHAT *YOU* WANT AND WHAT *I* WANT --

-- AREN'T EVEN ON THE *SAME MENU!*

ARGH!

JIMMY, WHO'S *THAT..?*

I'M NOT SURE, RISQUE...

... BUT HE COULD BE OUR LAST, *BEST* HOPE.

I KNEW SOMEONE JUST LIKE *YOU* ONCE.

HE TOOK AWAY *EVERYTHING* I HAD.

YOU MUST SEE X-MEN 1-4.

ATTACKING ME... PSIONICALLY... TELEKINETICALLY... PHYSICALLY... *SIMULTANEOUSLY*.

HIS POWER... GLORIOUS...

EVERYTHING I HAVE DREAMED OF...

MY *FRIENDS*.

MY *FATHER*.

ALL IN THE NAME OF *DEFEATING* APOCALYPSE.

NOW, YOU MAY NOT *BE* THAT SAME MAN.

BUT, YOU'VE GOT THE *SAME* WARPED PLANS.

I KILLED THAT MAN, SINISTER.

AND I WON'T THINK TWICE ABOUT DOING IT AGAIN!

STOP.

I DO NOT DOUBT YOU CAN SLAY ME.

BUT... TAKING THAT AS A GIVEN... HEAR WHAT I HAVE TO SAY.

NO DICE.

NATE, THE MAN IS A *LIAR* AND A *MANIPULATOR.*

YOU'RE STAYING WITH *US.*

AND SINISTER IS *LEAVING.*

DOES THIS WOMAN SPEAK FOR *YOU,* NATE?

YOU *MUST* KNOW IN YOUR HEART THAT THESE NEW *FRIENDS* OF YOURS ARE THE *HATCHLINGS* OF XAVIER.

SO..?

WERE YOU NOT THE *ONLY* ONE WHO SAW XAVIER AS A DANGER?

DID *ANYONE* IN THIS ROOM SIDE WITH YOU *BEFORE* ONSLAUGHT WAS REVEALED?

I'LL STAND WITH THEM *ANY* DAY BEFORE I'LL STAND WITH YOU.

I SEEK *ONLY* TO PREVENT APOCALYPSE OR ONSLAUGHT FROM SWALLOWING THIS WORLD WHOLE.

PLEASE. I *INVITE* YOU TO *TEAR* MY MIND ASUNDER *TO PROVE OTHERWISE.*

DON'T DO IT, NATE! LISTEN TO ME --

I KNOW WHAT'S UP, DOMINO.

SINISTER CAN'T HIDE *THE TRUTH* FROM ME.

I'LL RIP IT OUT OF HIS HEAD!

DIG *DEEP*, NATE GREY.

DEEPER...

AS NATE TELEPATHICALLY DARTS INTO THE LABYRINTH OF SINISTER'S MIND --

-- IT IS TOO LATE WHEN HE REALIZES HE HAS FALLEN INTO A PERFECTLY ORCHESTRATED TRAP.

FOR IN ONE BRIEF SECOND --

-- SINISTER RECHANNELS HIS PSIONIC ENERGY AND SENDS IT BACK AT THEM... TENFOLD.

THE END.

NOW, WE CAN BEGIN.

LEARN NATE'S FATE IN X-MAN #[illegible]

AND, IN 30 DAYS--- X-FORCE AT DEATH'S DOOR!

MARVEL COMICS

X-MEN®

AUG '96 55

X-MEN

ONSLAUGHT AND BEYOND! UPDATE INSIDE!

APPROVED BY THE COMICS CODE AUTHORITY

TWILIGHT of the HEROES

ONSLAUGHT PHASE 1

ANDY KUBERT '96

THIRTY-SIX HUNDRED A MONTH.

THE LANDLORD'S A THIEF.

6:00 AM

THESE ARE THE FIRST TWO THOUGHTS STU PFAFFENBERGER HAS EVERY MORNING.

FOURTEEN STORIES UP, AND THE CACOPHONY OF MIDTOWN MANHATTAN STILL INVADES HIS SLEEP.

THE BEDROOM'S THE SIZE OF A MINIVAN.

THE WALLS ARE TOO THIN AND THE TOILET WON'T STOP RUNNING.

IN FACT, THIS DUMP HAS ONLY ONE THING GOING FOR IT.

THE VIEW...

...IS AMAZING.

STAN LEE PRESENTS:

INVASION

MARK WAID STORY
ANDY KUBERT PENCILS
DAN PANOSIAN INKS
RICHARD STARKINGS AND COMICRAFT LETTERS
JOE ROSAS COLORS
MALIBU ENHANCEMENT
BOB HARRAS EDITOR AND CHIEF

THE SENTINELS HAVE LANDED IN NEW YORK.

HARD.

A PHALANX OF ROBOTIC **DRONES**, THEY WERE ORIGINALLY DESIGNED TO **PROTECT** HUMANITY FROM THE SO-CALLED **"MUTANT MENACE."**

90

007 ON

PROTECTION IS NO LONGER ON THEIR **AGENDA.**

INSTEAD, THEY PROWL THE MANHATTAN STREETS, SEALING **EVERY ENTRANCE** AND **EXIT** TO THE **ISLAND** WITH **SURGICAL PRECISION.**

SEVENTEEN MINUTES, START TO **FINISH.**

AND NO ONE **DARES** RAISE A HAND **AGAINST** THEM...

...NO ONE SAVE THOSE GATHERED ATOP FOUR FREEDOMS PLAZA.

THEY WATCH, AND THEY KNOW WITH **SINKING REALIZATION...**

... THAT THEY ARE THE HOPE OF THE WORLD.

I SEE XAVIER'S FOUND HIS SOLDIERS.

WE CAME AS SOON AS WE GOT YOUR SIGNAL, REED. OBVIOUSLY, THAT WASN'T SOON ENOUGH.

WE ALL HAD OUR JOBS TO DO, CAPTAIN AMERICA. THE AVENGERS, THE FANTASTIC FOUR, THE X-MEN... WE WERE ALL IN SEARCH OF INFORMATION.

WE HOPED -- IN VAIN -- THAT WE'D UPROOT THE PLANS OF CHARLES XAVIER --

ONSLAUGHT. CALL HIM ONSLAUGHT.

HE'S NOT THE PROFESSOR WE KNEW.

NOT ANY-MORE.

MY APOLOGIES, ICEMAN... AND MY CONDOLENCES. YOU'RE RIGHT, OF COURSE.

XAVIER WASN'T JUST THE LEADER OF THE X-MEN. HE WAS A FRIEND.

BUT EACH TICK OF THE CLOCK TAKES US FURTHER AWAY FROM THE POSSIBILITY THAT WE MIGHT SAVE CHARLES FROM HIMSELF --

-- BEFORE HE CONQUERS ALL OF EARTH.

WE *SUSPECT* THAT MAGNETO HAD SOMETHING TO DO WITH ONSLAUGHT'S ASCENDANCE.

I'M DISAPPOINTED YOU FAILED TO *LOCATE* HIM.

IN *FACT*, BISHOP, WE *DID* FIND HIM...

#401 - Bob.

"... MYSTERIOUSLY *DE-AGED*... AND APPARENTLY *PURGED* OF HIS *CRIMINAL TENDENCIES*. *HE'S* NOT OUR *PROBLEM*. IN *FACT*, HE'S ANXIOUS TO *HELP*."

"WE *ALSO* FOUND *ROGUE* AT HIS SIDE. I DIDN'T REALIZE THOSE TWO WERE *CLOSE*."

WHAT WENT ON *HERE* IN THE *MEANTIME?*

NOTHING *GOOD*. WE CONFRONTED ONSLAUGHT *DIRECTLY*...

ROGUE... AND MAGNETO..?

TOGETHER..?

#415 - Bob.

... ONLY TO WATCH HIM KIDNAP MY *SON*...

... *PRESUMABLY* TO ADD FRANKLIN'S REALITY-BENDING POWERS TO HIS *OWN*.

NO ONE KNOWS WHERE ONSLAUGHT *WENT*... BUT *CLEARLY*, THE *SENTINELS* ARE HIS *HANDIWORK*.

THAT'S *RIGHT*, FROSTY -- FRANKLIN'S *GONE*.

ONSLAUGHT SAID HE WANTED TO PUNISH *HUMANITY*... AND IF HE STARTS WITH *MY NEPHEW*, I SWEAR TO *GOD*, I'LL --

YOU'LL *WHAT?* GET ALL *HOT* ABOUT IT?

YOU WANNA GET *STEAMED*, TORCH, I'LL BE *GLAD* TO --

JOHNNY! BOBBY! *STOP IT!* WE DON'T HAVE *TIME* TO *BICKER!*

WE HAVE TO WORK *TOGETHER!*

THE *CARNAGE*...

TO THINK THAT SOMEONE WOULD SO WILLFULLY *TERRORIZE* INNOCENT *PEOPLE*.

WHAT KIND OF MAN COULD BE *RESPONSIBLE* FOR SUCH A THING?

A *LOST SOUL*.

A MAN DRIVEN T' *DESPERATE MEASURES* BY THOSE WHO WOULD *PERSECUTE* HIM.

WE HAFTA DO WHAT WE CAN T' *SAVE* HIM...

... AND GIVE HIM A *SECOND CHANCE* T' MAKE THINGS *RIGHT*.

TENDER *SPEECH*, CHERE. I ONLY WONDER *DIS*...

... YOU TALKIN' 'BOUT *CHARLES*... OR *MAGNETO HIMSELF?*

DON' SOUND LIKE YOUR *NEW* FRIEND MUCH *RECOLLECTS* DE SINS OF HIS *OWN* PAST. HOW FAIR YOU RECKON *DAT* IS..?

... THEN WITH *THOR'S* TEAM ON THE *EAST SIDE*, *QUICKSILVER'S* SQUAD CAN COVER *SOHO*.

ALL RIGHT, PEOPLE! WE'RE BURNING *DAYLIGHT!*

THEY'LL DEFEND THE *STREETS*. *GIANT MAN -- IRON MAN -- BISHOP* -- FOLLOW ME TO THE *LAB*.

IT'S UP TO *US* TO CONSTRUCT SOME *OFFENSIVE* WEAPONRY.

LET'S GO!

AND SOME SORT OF *TRACKING* DEVICE?

OF *COURSE*.

YOU HAVE MY *WORD*, SUE.

WE'LL *FIND* FRANKLIN --

"-- WHEREVER HE IS."

ELSEWHERE...

LET ME *GO!*

Oh, WILL YOU *PIPE DOWN?*

FRANK-LIN... NO ONE'S GONNA *HURT* YOU, PAL! NO ONE CAN HURT *ME*... AND DO YOU KNOW *WHY?*

BECAUSE I'M A *PART* OF ONSLAUGHT... AND *YOU* CAN BE, *TOO!*

I -- I DON' *WANNA!*

NO!

CHARLIE -- I TH-THOUGHT YOU WERE MUH-MY *F-FRIEND!*

HE *IS*, CHILD. WE'RE *BOTH* LOOKING *OUT* FOR YOU.

WE HAVE BEEN FOR A *WHILE* NOW.

YOU ARE *IMPORTANT* TO ME, FRANKLIN.

I *MARVEL* AT THE FACT THAT YOU CAN DO ALMOST *ANYTHING* YOU *IMAGINE.*

WE'RE MUCH *ALIKE*, FRANKLIN.

YOU 'N' I -- WE'RE *BOTH* SPECIAL, Y'KNOW?

AND A *LOT* OF PEOPLE ARE *AFRAID* OF SPECIAL KIDS AND THEIR POWERS.

YOUR OWN *DADDY* TRIED TO SHUT *YOUR* POWERS DOWN ONCE, HE WAS SO SCARED OF YOU. YOU REMEMBER *THAT?*

WELL, *ONSLAUGHT* CAN FIX IT SO *NO ONE* HAS TO BE SCARED ANYMORE. *NO* ONE.

WITH YOUR *HELP*, CHILD... I CAN *BUILD* A PLACE THAT WILL *KEEP* US SAFE.

CONCENTRATE, FRANKLIN... *CONCENTRATE...*

WAY BACK IN FANTASTIC FOUR #54 -- Bob

THE BLACKBIRD CUTS ACROSS THE ATLANTIC.

ITS FIVE PASSENGERS -- ANGEL, CANNONBALL, CYCLOPS, PHOENIX AND PSYLOCKE -- FLEW TO MUIR ISLAND AT THE INSISTENCE OF MOIRA MacTAGGERT.

NOW, WHAT MOIRA GAVE THEM --

-- HAS THEM THUNDERSTRUCK.

TEN MINUTES OUT OF NEW YORK AIRSPACE. WE'RE FOLLOWING SIGNALS FROM FOUR FREEDOMS PLAZA.

THAT'S MY REPORT, CYKE. WHAT'S YOURS?

I... DON'T KNOW WHAT TO SAY.

THE PROFESSOR'S GREATEST FEAR HAS ALWAYS BEEN THAT A MUTANT WOULD SO LOSE CONTROL AS TO ENDANGER THE WORLD.

I NEVER DREAMED HE MADE SECRET PLANS FOR JUST THAT CONTINGENCY.

THE XAVIER PROTOCOLS -- AS MOIRA CALLED THEM -- SHOW IN DEADLY DETAIL HOW TO NEUTRALIZE EACH AND EVERY X-MAN --

-- INCLUDING XAVIER HIMSELF.

HE KNOWS OUR STRENGTHS... OUR WEAKNESSES... WHAT POSSIBLE CHANCE DO WE HAVE AGAINST HIM?

THE XAVIER PROTOCOLS
AS DRAFTED BY
PROF. CHARLES FRANCIS XAVIER
RE: ARCHANGEL, BEAST, BISHOP, CANNONBALL, CYCLOPS, GAMBIT, ICEMAN, PSYLOCKE, ROGUE, STORM, WOLVERINE.

MY GOD...

SCOTT, I KNOW THIS IS HITTING YOU HARD.

WE'RE FIGHTING A MAN WHO'S LIKE A FATHER TO BOTH OF US.

JUST REMEMBER... INSIDE ONSLAUGHT IS A GOOD MAN NAMED CHARLES XAVIER. WE'LL GET TO HIM. WE WILL.

...

NOT IF HE GETS TO US FIRST...

-Bob.

FOUR FREEDOMS PLAZA.

THIS IS *SOME SET-UP*, RICHARDS. I THINK I JUST WIRED YOUR *CD-PLAYER* TO YOUR *MICROWAVE*...

... BUT I REALLY CAN'T *TELL*.

DON'T SELL YOURSELF *SHORT*, PYM.

YOU'RE THE MOST BRILLIANT *BIO-ENGINEER ALIVE*. YOUR INPUT WILL BE *INVALUABLE*.

HERE. ARMOR MY *FATHER* USED TO *SHIELD* HIMSELF FROM FRANKLIN'S *POWER*. ⊗ WHAT DO YOU MAKE OF *THIS*?

NATHANIEL RICHARDS *Bob.*

LET *ME* TAKE A LOOK, Mr. RICHARDS. IT SEEMS TO BE --

-- *WOW*.

NEURAL *NETWEBBED*... FULLY *TESSELLATED*...

... THIS IS A *MUST-SALVAGE*.

OKAY. SO WE CAN COBBLE UP SOMETHING IMPERVIOUS TO *FRANKLIN'S* POWERS...

... BUT NOT NECESSARILY TO *XAVIER'S*.

"IF WE'RE GOING TO *TAKE* HIM...

"... WE'LL NEED *SOME* ACE IN THE HOLE... "

XAVIER PROTOCOLS

PSIONIC ARMOR

ALL ACROSS MANHATTAN, WAR ERUPTS.

THE X-MEN, THE AVENGERS, THE FANTASTIC FOUR... BETWEEN THEM, THEY ARE STILL OUTNUMBERED FIFTY TO ONE.

NEVERTHELESS, THEY BATTLE ON... FIRED BY THE ONE THING, HERO OR MUTANT, THAT THEY HAVE IN COMMON.

THEIR FIGHTING SPIRIT.

IN MIDTOWN, ROGUE AND MAGNETO POOL THEIR STRATEGY. MAGNETISM TOPPLES THE SENTINELS --

-- WHILE SUPER-STRENGTH TOTALS THEM.

WE MAKE QUITE A PAIR, SUGAH!

THAT WE DO.

IN THE SHORT TIME I HAVE KNOWN YOU, ROGUE, YOU HAVE IMPRESSED ME TO NO END.

IT COMFORTS ME TO REALIZE THAT, IN A CRISIS, I CAN COUNT ON --

WHOOM

FCHOW FCHOW

?

-- GAMBIT?

SORRY IF I'M CRASHIN' A PRIVATE PARTY.

FOR A CLOCKTICK, THE SILENCE IS HIDEOUSLY UNCOMFORTABLE.

DESPITE HOW CLOSE THEY ONCE WERE, ROGUE FINDS SHE CANNOT READ GAMBIT.

NOT AT ALL.

THAT ONLY ADDS TO HER HORROR WHEN, SUDDENLY...

... HE PLAYS A DIFFERENT TYPE OF CARD...

NOT AT ALL. WE MUST DO WHAT WE CAN TO STOP THIS MADNESS.

ESPECIALLY, MON AMI... SINCE IT'S YOUR FAULT.

MY..? WHAT DO *I* HAVE TO DO WITH *ONSLAUGHT?*

HE GOT A *MIGHTY EVIL STREAK* -- AN' *WE* FIGGER DAT COMES FROM --

WATCH YOUR *MOUTH*, REMY! *SHUT* IT, 'FORE I SHUT IT *FOR* --

ARCHIE! BETTY! VERONICA! HEADS *UP!*

YOU LET *ANOTHER* ONE SNEAK UP *BEHIND* YOU LIKE THIS...

... I MIGHT NOT BE *ABLE* TO CHILL HIM *OUT!*

BOBBY! ANY WORD FROM *HOME BASE?*

NOT *YET*. THE *BIG BRAINS* ARE STILL *TINKERING*, RACING THE *CLOCK* --

-- BUT I THINK TIME JUST *RAN OUT!*

LOOK! OVER *CENTRAL PARK!*

IT STARTS LIKE A DAWNING SUN. THE AIR FILLS WITH LIGHT --

-- THAT FLARES WITH A NOVA FLASH --

-- TO REVEAL AN EBON CITADEL --

-- THAT DWARFS THE TALLEST SKYSCRAPERS IN ITS SHADOW.

IT IS THE LAST BRIGHT MOMENT THE WORLD MAY EVER SEE.

HOMO SAPIENS -- HEAR THE WORDS OF ONSLAUGHT!

FROM THIS DAY FORWARD, THE HUMANS SHALL NO LONGER INHERIT THE EARTH!

NO MORE SHALL MUTANTKIND BE SO SAVAGELY OPPRESSED --

-- FOR TODAY MARKS THE ULTIMATE ASCENDANCE OF THE HOMO SUPERIOR RACE!

PEOPLE OF THE WORLD --

WHAT IS HE DOING?

MOVE IN! MOVE IN, BEFORE --

--BEHOLD MY MIGHTY HAND!

THE SHOCK-WAVE HITS LIKE A COMET.

WITH A GESTURE CHILLINGLY CASUAL, ONSLAUGHT BLANKETS MANHATTAN WITH A CORUSCATING BLAST OF UNEARTHLY ENERGY --

-- AN ELECTROMAGNETIC PULSE SO FIERCE AS TO UPROOT THE VERY BEDROCK OF THE ISLAND.

ACROSS THE CITY, IT SPARKS EXPLOSIONS.

IT SHATTERS BUILDINGS.

IT DEADENS EVERY ERG OF POWER IN ITS WAKE...

... TURNING SUBWAYS... ELEVATORS... EVEN OPERATING ROOMS...

... INTO SILENT TOMBS.

WITH A COLD AND EXACTING FINALITY, IT DESTROYS CIRCUITRY --

-- IT DESTROYS ARMOR --

-- IT DESTROYS HOPE.

OUR *DEFENSES!* WE'VE WORKED SO *HARD* --

NO! *NOOO!*

WHAT THE --?

THE *PROTOCOLS* -- THEY'RE *SHORTING OUT?*

THEM AND EVERY *OTHER* WIDGET ON THIS CRATE!

WE'VE BEEN *FRIED* BY AN *EMP WAVE!* EVERY-BODY *HOLD ON!*

I'VE THROWN EVERY FAILSAFE I KNOW TO *THROW* --

-- AND WE'RE STILL IN *FREE-FALL!*

AUXILIARY POWER? EMERGENCY THRUSTERS?

GONE -- AND *GONE!*

ANYBODY GOT ANY LAST *"I LOVE YOU"S* TO SHARE -- SPIT 'EM *OUT!* WE'RE *LOSING* IT!

WE'RE LOSING--

EARTHDOWN

FREEFALL

IS EVERYONE --

--NNNGH--

-- EVERYONE IN *ONE PIECE?*

I'M AFRAID TO *COUNT.* WHAT *WAS* THAT?

A *SURGE* OF *MAGNETIC ENERGY...*

... INTENSIFIED BY AN *UNIMAGINABLE TELEKINETIC MIGHT.*

IT APPEARS *ONSLAUGHT* HAS MADE HIS *OPENING STATEMENT...*

"... DROPPING *EACH* AND *EVERY ONE* OF US WITH HIS *VERY FIRST SALVO.* GOD *HELP* US...

"... WE ARE AT HIS MERCY."

SOMEWHERE IN NORTH AFRICA...

...FAR BENEATH THE DESERT FLOOR, AN ANCIENT BEING CARVES PIECES OF THE FUTURE.

COMPELLED BY A DARK FORCE TO CAPTURE IN STONE THE TURNING POINTS OF HUMAN HISTORY, OZYMANDIAS IS NOT OFTEN SURPRISED BY HIS OWN HANDIWORK.

WHAT HE SEES TODAY...

...IS AN EXCEPTION.

A GLIMPSE OF ONSLAUGHT...

...NOT AS HE IS...

...BUT AS HE WILL SOON BE...

...AS HE STANDS ATOP THE ASHES OF WHAT WAS ONCE THE EARTH...

CONTINUED IN UNCANNY X-MEN #336!

Marvel Ultra Onslaught 1996 **trading-card art by David Chlystek, Salvador Larroca, Darick Robertson, Amanda Conner, Chris Chuckry, Malibu Comics, Craig White, Jung Choi & Kevin Phillips**

MARVEL COMICS

THE UNCANNY X-MEN

SPECIAL HEROES REBORN UPDATE INSIDE!

APPROVED BY THE COMICS CODE AUTHORITY

X-MEN

SEPT '96 336

WOLVERINE PHASE 2

MAD/TOWNSEND

METAMORPHOSIS

FRANKLIN RICHARDS SHOULD BE OUTSIDE.

HE SHOULD BE PLAYING IN THE AFTERNOON SUN...

...HIS IMAGINATION TAKING HIM TO THE **DEPTHS** OF **ATLANTIS** OR THE DEEP DARKNESS OF **OUTER SPACE.**

PLEASE, MISTER... YOU GOTTA WAKE UP.

YOU GOTTA HELP ME... *PLEASE.*

I-I'M TRYING *NOT* TO BE, BUT -- BUT I'M *SCARED.*

SHOULD BE.

BUT HE'S NOT.

Stan Lee Presents: THE UNCANNY X-MEN in:

A VOICE AS DEEP AS THUNDER

TODAY HE FINDS HIMSELF TRAPPED WITHIN THE HEART OF A MADMAN.

A NIGH-OMNIPOTENT CREATURE MADE OF PURE PSIONIC ENERGY KNOWN AS ONSLAUGHT.

I RECOGNIZE YOU, DOCTOR X. YOU'RE A FRIEND OF MY MOM AND DAD'S.

YOU'RE STRONG LIKE THEM -- WITH POWERS. I 'MEMBER.

C'MON, LET'S GO FIND THEM...

HIS ONLY COMPANY IS A FELLOW CAPTIVE ALL BUT BEREFT OF THE POWER OF HIS MIND.

LOBDELL Writer MADUREIRA Penciler TOWNSEND,DELL, V.RUSSELL, MILGROM Inkers RS/COMICRAFT/KF Letters HARRAS Editor/Chief BUCCELLATO/TB! Colors

...BEFORE HE COMES BACK.

SEE, I *HAD* THIS *FRIEND*. HIS NAME WAS *CHARLIE*.

HE *TRICKED* ME INTO COMING WITH HIM... HERE. THEN THIS -- *MONSTER* NAMED *ONSLAUGHT*..?

... SAID HE WANTED ME TO *HELP* HIM.

HE WAS GONNA HELP ME "*PROTECT*" MY FAMILY.

BUT I *DON'T BELIEVE* HIM.

YOU'RE *SMART*, DOCTOR X.

TELL ME WHAT TO DO.

JUST *TELL* ME, AND I CAN DO IT.

MOMMY ALWAYS TOLD ME I COULD *DO ANYTHING*.

LET THE OLD MAN REST, CHILD.

IN HIS OWN WAY, HE DESERVES IT.

CHARLIE...?

TURNING, HE HOPES AGAINST HOPE TO FIND ANYONE OTHER THAN...

... THE "FRIEND" WHO BROUGHT HIM TO THIS PLACE.

THE ONE WHO DELIVERED HIM --

-- UNTO EVIL.

NOW RELAX, CHILD.

YOU'RE GOING TO NEED YOUR STRENGTH... FOR LATER.

FOR WHAT... W-WHY...

BECAUSE... YOU'RE GOING TO HELP ME.

AS THE ONLY BEGOTTEN SON OF SUE AND REED RICHARDS OF THE SO-CALLED FANTASTIC FOUR...

...YOU ARE THE HEIR TO A POWER HERETOFORE UNKNOWN TO MAN!

YOU AND I, FRANKLIN -- WE HAVE A WORLD TO CONQUER.

I DON'T WANT TO CONQUER ANY WORLDS.

I JUST WANT TO GO... HOME.

PLEASE...

...I JUST WANT TO GO HOME.

NEW YORK, NEW YORK. A CITY UNDER SIEGE.

WHERE TWO BEINGS OF AWE-INSPIRING POWER -- THE COSMIC ENTITY KNOWN AS THE WATCHER AND THE CENTURIES-OLD MUTANT WARLORD CALLED APOCALYPSE -- STAND AND WAIT.

I CONFESS, UATU...

...I AM IMPRESSED.

INDEED? BY WHAT, APOCALYPSE? THE PAIN AND SUFFERING UNLEASHED BY ONSLAUGHT'S ELECTRO-MAGNETIC VORTEX THAT NEARLY TORE THIS ENTIRE CITY ASUNDER?

SURELY YOU HAVE NO INTEREST IN THE BEHAVIOR OF THE "MERE HUMANS" WHO'VE COME TOGETHER AS A RESULT OF THIS TRAGEDY?

INTEREST? NO. BUT I RESPECT THEIR MUTUAL BID FOR SURVIVAL.

DOOMED AS IT IS, OF COURSE.

BUT I WAS REFERRING TO CHARLES XAVIER'S HAND IN ALL OF THIS.

I DID NOT BELIEVE XAVIER HAD THE STRENGTH TO VISIT SO MUCH DAMAGE UPON THE WORLD.

FOR ALL YOUR VAUNTED INTELLECT, EN SABAH NUR, YOU HAVE YET TO BEGIN TO COMPREHEND WHAT IS TRULY HAPPENING HERE.

HAVE YOU NOT REALIZED BY NOW THAT THIS GOES WELL BEYOND XAVIER? INDEED, WELL BEYOND THE ONGOING CONFLICT BETWEEN HIM AND THE MAN CALLED MAGNETO..?

A CONFLICT THAT SPAWNED THIS ONSLAUGHT?

IN MANY WAYS, THIS CREATURE IS EXACTLY WHAT YOU'VE ALWAYS WANTED TO SEE -- WHAT YOU'VE WAITED FIVE THOUSAND YEARS TO WITNESS.

ONSLAUGHT IS A NEW LIFEFORM... AS FAR AHEAD ON THE EVOLUTIONARY SCALE FROM HOMO SUPERIOR AS THAT RACE IS FROM HOMO SAPIENS. HE IS...

HE IS...

...THAT WHICH WILL SURVIVE?

OFF IN THE DISTANCE --

-- LIES ONSLAUGHT'S CITADEL.

THE HUMAN TORCH OF THE FANTASTIC FOUR.

SO, WHAT'D I MISS, FROSTY..?

MOST *EVERYONE ELSE* HAD TO *DROP BACK.*

ICEMAN OF THE X-MEN.

FRIENDS...

...UNTIL THE END?

WHICH LEAVES *YOU* AND *ME* TO *SAVE* THE WORLD?

AGAIN?

ROOM FOR *ONE MORE* BACK HERE, GUYS?

CAN'T BLAME A GUY FOR *TRYING.*

I *APPRECIATE* THE EFFORT. I DON'T KNOW IF YOU'RE *AWARE* OF IT, *AVENGER* --

HAWKEYE?!

-- BEING *FIRED* AT BY ONSLAUGHT'S *DEFENSES?!*

-- BUT *MY NEPHEW, FRANKLIN,* IS *TRAPPED* IN THERE.

I KNOW, BUD. *WE'LL* GET HIM OUT, *JOHNNY.*

WANT TO TRY AGAIN -- THE *THREE* OF US?

NOT JUST *YET*, PEOPLE.

A *SUICIDE RUN* ON THE CITADEL WILL ONLY RESULT IN AN *EVER-INCREASING BODY COUNT.*

REED IS RIGHT. WE WANT *OUR SON* BACK --

-- BUT *NOT* AT THE COST OF *INNOCENT LIVES.*

PSYLOCKE, CYCLOPS, Mr. FANTASTIC AND THE *INVISIBLE WOMAN?*

IS THERE A *REASON* I'M THE *ONLY* AVENGER PRESENT AND ACCOUNTED FOR?

EVERYONE'S *FINE*, HAWKEYE.

RELATIVELY.

I CAME HERE TO GET *READINGS* REGARDING A *THEORY* I HAVE ABOUT ONSLAUGHT'S *POWERS.*

READINGS I'LL NEED TO *GET BACK* TO *FOUR FREEDOMS PLAZA.*

YOU GUYS SEEM TO HAVE *THAT* COVERED.

PSYLOCKE, IF YOU'LL *JOIN* ME IN THE *STREETS...*

... WE CAN HELP OUT THE *TRAPPED* AND *WOUNDED.*

I'M *STAYING.*

SUE..?

I ONLY *LEFT* IN ORDER TO HELP THE OTHERS DURING THE *PSI-STORM* ONSLAUGHT *UNLEASHED.*

I WILL *NOT* ABANDON MY SON.

BUT --

YOU'RE *WASTING VALUABLE* TIME.

ALONE THEY SHARE NO WORDS BETWEEN THEM.

SCOTT SUMMERS, THE "HEIR" OF PROFESSOR XAVIER.

SUSAN RICHARDS, MOTHER TO THE YOUNG MUTANT CAPTIVE WHO HOLDS THE KEY BOTH TO THEIR VICTORY...

... OR, MORE LIKELY, THEIR ULTIMATE DEFEAT.

DESPITE THEIR INDIVIDUAL POWERS, THEY CAN DO NOTHING BUT WAIT AS TWO OF THE MOST IMPORTANT PEOPLE IN THEIR LIVES --

-- ARE TRAPPED IN THE MAW OF ONSLAUGHT.

SEVERAL BLOCKS AWAY...

...THE MAN WHO STARTED IT ALL -- THE MUTANT ONCE CALLED MAGNETO -- IS BLISSFULLY UNAWARE OF HIS CULPABILITY IN THE MATTER OF THIS DAY'S EVENTS.

INDEED, HE HAS NO MEMORY OF HIS LIFE PRIOR TO HIS EMERGENCE FROM A SOUTH AMERICAN JUNGLE.

ALL HE KNOWS OR CARES ABOUT THIS MOMENT ARE --

-- THE SCREAMS!

THERE WERE PEOPLE TRAPPED IN THE SUBWAY WHEN THE POWER WENT OUT.

SEE UNCANNY X-MEN #327.

FORTUNATELY, THE TRAIN IS MADE OF METAL...

...AND I AM THE MASTER -- I WIELD THE POWER OF MAGNETISM!

EEEE!

MAGNETO?!

IT'S HIM?!

IT'S HIS FAULT!

?!

OUT OF DE WAY, "JOSEPH"!

GAMBIT! THOSE PEOPLE?!

THEY WERE FRIGHTENED OF ME?!

DERE IS A LOT YOU DON' KNOW ABOUT DE MAN YOU WAS --

-- THE LIFE YOU LED --

'FORE YOU 'CAME WHO YOU ARE NOW.

BUT DIS AIN'T DE TIME OR DE PLACE TO...

TO SEE SUCH FEAR... SUCH HATRED... WHAT KIND OF MAN WAS I?

IN *SOME* WAY, AS YOU'VE *SAID*... ALL OF THIS IS...

... *MY FAULT.*

LOOK, YOU AIN'T NECESSARILY *RESPONSIBLE* FOR WHAT *HAPPENED* IN DE *PAST.*

TAKE IT FROM *ME, MON AMI*, NO ONE KNOWS MORE ABOUT DE *SINS* OF *YESTERDAY* -- HOW DEY DICTATE DE *PENANCE* OF *TODAY* -- THAN *I* DO...

FROM ACROSS THE WAY, SHE CAN HEAR THEIR EVERY WORD.

ROGUE, A WOMAN WITH A SPECIAL PLACE IN HER HEART FOR BOTH THESE MYSTERIOUS MEN.

REMY, WHEN ARE YA *EVER* GONNA *STOP SURPRISIN'* ME?

AH KNOW YA DON'T LIKE JOSEPH VERY MUCH --

-- YET YA *REACH OUT* TO HIM *ANYWAY?*

IF WHAT YOU'RE SAYING IS TRUE, GAMBIT, IT IS THEN *INCUMBENT* ON ME TO *END* THIS *THREAT.*

JOSEPH, NO!

YOU'LL ONLY MAKE THINGS *WORSE!*

HE'S JUST AS PIG-HEADED AS MAGNETO *EVER* WAS.

HEY.

HEY.

AH... *SAW* WHAT YA DID.

IT *MUST* HAVE BEEN *HARD* ON YOU.

NO, CHERE.

NOT HAVING *YOU* IN MY *LIFE..?*

DAT WAS HARD.

READY?

ALWAYS.

FOUR FREEDOMS PLAZA...

...IN THE HEART OF THIS DOOMED METROPOLIS...

...SEVERAL OF EARTH'S MIGHTIEST HEROES STRUGGLE FOR THEIR LIVES IN THIS LONG CAST SHADOW OF CHAOS.

ANT-MAN AND VISION ARE RESTING COMFORTABLY FOR THE MOMENT, BISHOP.

ANY PROGNOSIS ON IRON MAN?

IT LOOKS GOOD, Dr. PYM.

HIS ARMOR SEEMS TO BE ACCEPTING WHAT LITTLE ENERGY MY MUTANT BODY HAD STORED UP.

Dr. RICHARDS.

REED, JEAN. PLEASE.

YOU CALLED ME UP HERE BECAUSE..?

...I NEED A SOUNDING BOARD OF SORTS.

I'VE BEEN OBSERVING WHAT ONSLAUGHT HAS MANAGED TO MANIFEST IN TERMS OF THE E.M. BLAST AND HIS CONTROL OVER THE SENTINELS --

-- AND HIS FAR REACHING PSIONIC POWERS. NOW, IF I COMBINE THIS WITH THE FACT HE ABDUCTED FRANKLIN...

...AND COLLATE THAT DATA WITH THE ACTS HE SHOULDN'T BE ABLE TO PERFORM IN THE FIRST PLACE...

...THEN...

Hmp.

AMAZING.

IN MANY WAYS, THIS MAN IS SORT OF THE FATHER OF THE MODERN AGE HEROES.

THE FANTASTIC FOUR ARE WHAT THE X-MEN -- WHAT THE AVENGERS, FOR THAT MATTER -- ASPIRE TO BE.

TO THINK THAT IN THE MIDST OF ALL THIS MADNESS AND PERSONAL TRAGEDY, HE MANAGES TO HOLD IT ALL TOGETHER.

THANK YOU, JEAN.

Uh... NO PROBLEM, REED.

YO, REED -- WHERE YA WANT THIS *KIRBY-Q2000 DIAGNOSTOMETER* THINGAMA --

WHAT IN THE NAME OF ME *AUNT PETUNIA?*

IRON MAN, CUT YERSELF SOME *SLACK!*

YA LOOK LIKE YER ABOUT TO *DROP DEAD.*

THAT LOOKS *DIFFERENT.*

TRUST ME.

Mr. GRIMM, WHEN *SCOTT* AND *JEAN SUMMERS* RESCUED THEMSELVES EN ROUTE HERE FROM *ENGLAND* --

-- THEY BROUGHT *BACK* WITH THEM THE PLANS FOR *PSIONIC ARMOR.*

SEE EXCALIBUR #100 & X-MEN # 55 -- Bob

GIVE ME *TEN MINUTES* IN AN *EMPTY LAB* AND --

LOOK AT YERSELF, SHELLHEAD. KEEP *PUSHING* AND TEN MINUTES MAY BE *ALL* YA *HAVE!*

AND *YOU, THING?*

TELL ME *YOU* WOULD *STOP TRYING* --

-- TELL ME YOU WOULD *EVER* GIVE UP...

... AND I'LL *CALL* YOU A *LIAR.*

-Sheesh-

WOTTA REVOLTIN' DEVELOPMENT THIS IS.

C'MON ALREADY THEN.

THANK Y--

YEAH, YEAH, YEAH.

MEANWHILE, BACK AT THE CITADEL...

...IN THE PLACE THAT WAS ONCE CENTRAL PARK...

IT IS AS I *KNEW* IT WOULD BE! BY MERGING WITH THE MIND OF *XAVIER* AND THE *FIRST CHILD*...

...I AM *GROWING*... *CHANGING*... BECOMING MORE **POWERFUL** THAN EVEN *I* COULD HAVE IMAGINED!

I THINK WE SHOULD *CONTACT* THE *OTHERS*.

YES. YOU SHOULD.

BECAUSE ONE *WAY* OR ANOTHER...

...I'M GOING *IN* AFTER MY *SON*.

SUSAN, THE *INSTANT* WE CAN GET FRANKLIN BACK, YOU HAVE TO *REALIZE* THAT *WE'LL DO IT*.

HE'S A *BRAVE KID*, HE'LL --

EXACTLY, *SCOTT* -- HE'S A *CHILD*.

YOU, *REED*, ME... WE'RE ALL *ADULTS!*

WE *MAKE* THE *DECISION EVERY DAY* TO RISK OUR LIVES. BUT *HE*...

BELIEVE ME, Mrs. RICHARDS --

?!

-- MY FATHER KNOWS *EXACTLY* WHAT YOU'RE TALKING ABOUT.

CABLE... AND STORM?

SOMEWHERE DEEP WITHIN THE CORE OF ONSLAUGHT...

...YOUNG FRANKLIN RICHARDS HAS **RUN** OUT OF **WORDS.**

ALL HE HAS LEFT ARE HIS TEARS -- A SEEMINGLY **ENDLESS** POOL WHICH TRICKLE DOWN UPON THE STILL AND SILENT FORM BENEATH HIM.

TEARS WHICH PROVE TO BE...

...ENOUGH.

SHHH...

WHU --?!

YOU'RE ***AWAKE?!***

YES, FRANKLIN, I'M...

FRANKLIN -- HOW DID YOU GET HERE?!

I WAS ***HANGING OUT*** WITH MY NEW FRIEND, ***CHARLIE...***

...WHEN SOME UGLY SCARY MAN CALLED ONSLAUGHT GRABBED ME AND TOOK ME --

SEE FANTASTIC FOUR #415

DEAR GOD -- DOES THIS MONSTER KNOW ***NO BOUNDS?!***

FRANKLIN, DO YOU ***TRUST*** ME?

YOU'RE MOMMY AND DADDY'S ***FRIEND.***

'COURSE I TRUST YOU.

THIS ***"ONSLAUGHT"*** IS A ***VERY BAD*** MAN. HE'S GOING TO TRY TO ***GET YOU*** TO ***HELP*** HIM.

NO MATTER ***WHAT*** HE ***SAYS,*** NO MATTER ***WHAT*** HE ***DOES,*** YOU HAVE TO FIGHT HIM! DO YOU ***UNDERSTAND?***

OKAY. ***BUT HOW?***

SIMPLY *PUT*, CHILD: YOU *DON'T.*

DON'T YOU *REALIZE*, XAVIER, HOW POWERLESS YOU ARE *BEFORE* ME?

GRANTED, I *NEEDED* YOU... YOU, A CRUCIBLE OF *CONFLICTING EMOTIONS* AND UNTAPPED POWER THAT *BIRTHED* ME.

BUT AS YOU CAN SEE -- I HAVE GROWN *FAR, FAR BEYOND THAT!*

I ALREADY *HAVE* THE CHILD!

DON'T WORRY, SIR...

... I'LL BE STRONG...

... JUST LIKE... I PROMISED.

YOU... *MONSTER!* MAY THE *HEAVENS FORGIVE* ME, I *CREATED* YOU -- AND *SO HELP ME*, I'LL FIND A WAY TO *DESTROY* YOU!

HOW WILL YOU DO THAT...

... WITHOUT YOUR *VAUNTED MENTAL* POWERS?

WHA-- WHAT DO YOU MEAN?

YOU'RE *BRIGHT*, CHARLES. YOU'LL *FIGURE* IT OUT.

SUDDENLY THE SOUND OF HIS LAUGHTER IS DROWNED OUT BY THE ROAR OF AN ASSAULT FROM...

... OUTSIDE!

WHAT IS *HE* DOING HERE?! AND MORE IMPORTANT...

... *WHAT* IS *MAGNETO* DOING?!

ENOUGH OF WHATEVER *INNER DEMONS* YOU'RE *WRESTLING* WITH, ONSLAUGHT!

INSTEAD, *PAY ATTENTION* TO THE *BATTLE* AT *HAND!*

"*JOSEPH*," ISN'T IT?

HOW *FITTING* THAT THE *PRODIGAL FATHER* WOULD CHOOSE *THIS* MOMENT TO APPEAR.

YOU ARE *NOT* THE FIRST PERSON TO *INTIMATE* OUR *CONNECTION*, ONSLAUGHT.

SO BE IT.

IF I DID *INDEED* HAVE SOMETHING TO DO WITH YOUR *BIRTH*, CREATURE --

-- IT'S ONLY *FAIR* THEN, THAT I ATTEND TO THE *MATTER* OF YOUR *DEATH!*

YOU AND CHARLES, *BOTH* IN YOUR *OWN WAY...*

FOOM

UMPH!

... *WOVEN* FROM THE SAME *CLOTH* OF *ARROGANCE!*

I DO NOT *FEAR* YOU --

-- ANY MORE THAN I *NEED*... *HIM!*

THOR?! WHAT'S HE DOING?

WHO CAN SAY..?

IS THIS THE *EVIDENCE* YOU *NEED*, *SHEEP?*

MUST I *KILL* THE *ONE* WHO *SPAWNED* ME IN ORDER TO PROVE I AM *NO LONGER TETHERED* TO ALL THIS *ALL-TOO-FRAGILE* CREATURE OF *FLESH* AND *BONE?*

ARGGH!

OR IS IT *ENOUGH* THAT I *TORTURE* HIM... SLOWLY...

... THE *SAME* WAY I INTEND TO MAKE *THE WORLD* SUFFER..?

TAKE HIM.

FAZAK

?!

THAT MAGNETIC FLARE --?

WHERE DID IT COME FROM..?

THAT WAS *ME*, PSIONICALLY *TWEAKING* YOUR POWER.

HOPE YOU *DON'T* MIND.

ACTUALLY...

...I DO.

TOUGH.

A *CRACK* IN HIS *ARMOR*...?

...MEANS IT'S *NOW* OR *NEVER!*

YANK

ZARKT

DROP BACK. EVERYONE!

CYCLOPS'S OPTIC BLAST CREATED *MORE* DAMAGE --

-- MY INVISIBLE FORCE FIELD CAN *PRY* THE *OPENING WIDER!*

AMAZING -- I'M EXISTING ON *TWO PLANES* OF EXISTENCE AT THE SAME TIME?

INSIDE THE *ASTRAL* PLANE, YET OUTSIDE IN *REALITY* AS WELL.

BA TOOM

YOU WILL... *PAY* FOR THIS... *AFFRONT!*

IS THERE NOTHING BEYOND THE SCOPE OF HIS POWER?

ARE YOU...

... FINISHED?

I DON'T KNOW.

THOR, ARE WE FINISHED?

I SAY THEE NAY!

FOR ODIN!

FOR ASGARD!

XAVIER SHALL BE FREE!

THAT SHOULD BE IT.

DONE.

OVER.

FINI.

THE END OF THE CREATURE KNOWN AS ONSLAUGHT.

ITS HOST BODY, CHARLES FRANCIS XAVIER, HAS BEEN FORCIBLY REMOVED.

XAVIER WAS ONSLAUGHT.

ONSLAUGHT WAS XAVIER.

ONE COULD NOT EXIST WITHOUT THE OTHER.

AND NEITHER SHALL EVER BE AGAIN!

WRONG.

AT LAST...

...FREEDOM!

NOW... BEHOLD MY MIGHTY HAND!

NEVER BEFORE HAS THIS HAPPENED.

THE MERGING OF XAVIER'S UNCHECKED PSIONIC ABILITIES...

...MAGNETO'S FURY AND RAGE AND CONTROL OVER THE ELECTRO-MAGNETIC SPECTRUM WHICH CLOAKS THE EARTH...

...AND THE UNTAINTED AND UNTAMED POWER OF FRANKLIN RICHARDS WHICH IS TO RESHAPE REALITY WITH SOMETHING LESS THAN A THOUGHT...

...ARE ALL COMBINED INTO A SINGLE UNSPEAKABLE ACT.

AND WHILE, MERCIFULLY, THE CITY BLOCKS AROUND CENTRAL PARK WERE EVACUATED SOON AFTER ONSLAUGHT'S CITADEL FIRST APPEARED THERE --

-- THIS ALMOST CARELESS DISPLAY OF HIS CAPACITY FOR DESTRUCTION...

...IS NOT WITHOUT CASUALTIES.

WE HAVE TO GET BACK THERE...

... WE HAVE TO... GET... FRANKLIN.

SUSAN, THAT'S *INSANITY!*

THAT'S A PSIONIC MAELSTROM ON THE *OTHER* SIDE OF YOUR *FORCE FIELD!*

THOUGH IT KEPT US ALIVE *LONG* ENOUGH TO *OUT-DISTANCE* ITS FULL EFFECT --

-- IF I WASN'T *REINFORCING* IT WITH MY OWN *PSI-POWER*, WE'D ALL BE SO MUCH *ORGANIC DUST* RIGHT NOW!

CABLE WOULD SEEM TO KNOW OF WHAT HE SPEAKS, Mrs. RICHARDS.

TO *VENTURE FORTH* INTO THAT STORM WOULD BE TO GALLOP HEADLONG TOWARDS CERTAIN DEATH!

TO LIVE *WITHOUT* MY SON, THOR... IS *WORSE THAN* DEATH.

PROFESSOR --

-- CAN YOU *PIERCE* THE PSIONIC STORM? CAN YOU *ASSURE ME* THAT FRANKLIN IS *STILL ALIVE* IN THERE... *SOMEWHERE?*

I-I CAN'T, SUSAN.

FOR THE *MOMENT* -- MAYBE *FOREVER* -- MY PSIONIC POWERS *NO LONGER WORK.*

NEARBY.

THERE IS *ANGER* AND *RAGE.*

THEN, THERE IS MADNESS.

THIS, HOWEVER, IS *BEYOND* MADNESS.

THOUGH I HAVE NOT THE *WORDS* TO *DESCRIBE* WHAT IS HAPPENING BELOW --

-- I FEAR WITH ALL MY SOUL...

... WHATEVER THIS CREATURE CALLED *ONSLAUGHT* HAS BECOME...

... HE NOW PRESENTS A *GREATER* THREAT THAN *EVER.*

FOR THE *FIRST* TIME IN TWO MILLENIA -- YOU AND I AGREE, UATU.

BUT *WHAT* IS TO BE DONE?

I BELIEVE YOU ALREADY *KNOW* THE ANSWER...

TO BE CONTINUED IN CABLE #35!

MARVEL® COMICS

X-MEN®

SEP '96 35

CABLE

SPECIAL HEROES REBORN UPDATE INSIDE!

ONSLAUGHT

PHASE 2

APPROVED BY THE COMICS CODE AUTHORITY

ETERNAL WARRIORS

THE END.

NEW YORK CITY.

I AM CALLED *THE WATCHER.*

AND WHILE MY RACE IS *FORBIDDEN* TO INTERFERE, I ALONE HAVE TAKEN A SPECIAL INTEREST IN THIS PLANET... AND HER PEOPLES.

FOR IN THE MIDST OF GREAT ADVERSITY, THEY HAVE ALWAYS HAD WITHIN THEMSELVES A CAPACITY FOR *HOPE...*

...AND THAT *FAITH* HAS BEEN REWARDED BY A UNIQUE AND SELFLESS FEW.

HEROES, ONE AND ALL, WHO LIVED IN A TIME THAT WILL BE KNOWN AS *THE AGE OF WONDERS.*

AN AGE WHICH, I FEAR, IS ABOUT TO *END.*

FOR THE MAN WHO ONCE *PERSONIFIED* THAT INDOMITABLE BELIEF IN A BETTER TOMORROW -- *CHARLES XAVIER* -- HAS BEEN *CORRUPTED* BY HIS BASER INSTINCTS.

AND WITH THE MOST POWERFUL MUTANT MIND ON THE PLANET, HE HAS BECOME THE HERALD OF ARMAGEDDON...

...CALLED

ONSLAUGHT

STREET LEVEL. NOW.

MRS. RICHARDS!

SUSAN, LISTEN TO ME! WE ARE IN THE EYE OF A PSIONIC HURRICANE.

I DON'T KNOW HOW MUCH LONGER -- EVEN BETWEEN MY *TELEKINESIS* AND YOUR *INVISIBLE SHIELDS* -- WE CAN HOLD OUT HERE.

BEEN →UHHN← HAVING A *TOUGH ENOUGH* TIME WITH MY POWERS LATELY...

... THIS TELEPATHIC STORM ISN'T HELPING ANY!

I SUGGEST WE FIND THE OTHERS AND...

NO!

CABLE, IF YOU WANT TO GO AND HELP *THE OTHER HEROES*, THEN **GO.**

BUT ONSLAUGHT *HAS MY SON* SOMEWHERE IN THIS CITADEL.

RIGHT NOW, I DON'T EVEN *CARE* WHAT SICK USE HE HAS PLANNED FOR *FRANKLIN.*

MAYBE *YOU* DON'T KNOW WHAT IT IS TO BE A PARENT --

-- BUT IF THERE'S A CHANCE IN A *MILLION* THAT I CAN GET MY BOY *BACK* --

-- THEN I'LL *TAKE* THAT CHANCE.

SHE IS **SUSAN RICHARDS,** *ALSO CALLED THE* **INVISIBLE WOMAN** *-- HEART AND SOUL OF THE COSMIC QUARTET OF ADVENTURERS WHO* **USHERED** *IN THIS AGE OF WONDERS...*

BY HER SIDE, A **WARRIOR** *FROM A TIME YET TO COME... A TIME THAT, UNLESS THE TYRANNY OF THE ONE CALLED* **ONSLAUGHT** *IS DEFEATED, MAY* **NEVER** *COME.*

HE IS NATHAN DAYSPRING SUMMERS, AND HE HAS A **DESTINY** *HE HAS NOT YET FULFILLED...*

... AS THE MAN CALLED **CABLE,** *HE IS HERE IN THIS ERA SEARCHING FOR A WAY TO PREVENT THE RISE TO POWER OF A MILLENNIA-OLD* **EVIL.**

ONE WHOSE AGE MAY HAVE JUST BEGUN...

STAN LEE PRESENTS:

IT IS ALWAYS DARKEST...

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EVER SINCE ISSUE #31 - Mark

UNFORTUNATELY, I KNOW ALL TOO WELL ABOUT LOSING *FAMILY.*

CABLE, WE DON'T KNOW EACH OTHER VERY WELL -- BUT *ARE YOU OKAY?*

I... I *-UNNH-* DON'T KNOW.

I HAVE ... A VIRUS... A *TECHNO-ORGANIC VIRUS*... AND I *USUALLY CAN BRING THE BLASTED THING UNDER CONTROL* MENTALLY.

WHEN THIS IS OVER, MAYBE MY HUSBAND *REED* CAN BE OF HELP TO YOU.

SEE WOLVERINE #100 -- Mark

"WHEN THIS IS OVER."

I... ADMIRE YOUR *OPTIMISM.*

I NEVER THOUGHT ABOUT IT, BUT YOUR SON AND I SHARE A UNIQUE DESTINY.

WE'RE BOTH THE SON OF HEROES... AND WE'VE BOTH SUFFERED BECAUSE OF IT.

WE REPRESENT THE *NEXT GENERATION* OF THE X-MEN AND FANTASTIC FOUR.

A GENERATION WHICH WILL DEPEND ON US TAKING ACTION *NOW.*

ONSLAUGHT GROWS MORE POWERFUL AS WE SPEAK.

SHE IS *CORRECT.*

KKKRRRUNCH

YOU?!

IMAGINE YOU ARE IN THE MIDDLE OF YOUR WORST NIGHTMARE...

... AND YOU WAKE UP ONLY TO REALIZE THE NIGHTMARE HAS ONLY JUST STARTED...

...AND YOU WILL HAVE THE FIRST INKLING OF WHAT CABLE IS NOW EXPERIENCING.

APOCALYPSE!

HERE -- NOW?

APPARENTLY, MY ONCE AND FUTURE *FOE.*

I HAVE WAITED SO VERY *LONG* FOR THIS MOMENT.

TWO WARRIORS, THEIR DESTINIES ENTWINED THROUGH *ETERNITY*, MEETING AS ONE ERA *ENDS*...

...AND ANOTHER *DAWNS.*

FOR WHAT BETTER TIME TO *TEST* THE STRENGTH OF A PEOPLE... TO SEE WHO AMONG THEM WILL BE STRONG ENOUGH TO *SURVIVE?*

YOU MEAN WHAT BETTER TIME TO *EXPLOIT* THE WEAK AND TAKE ADVANTAGE OF *GLOBAL UPHEAVAL!*

CABLE'S WHOLE LIFE IS ABOUT THIS SINGLE MOMENT.

HE WAS **BORN** FOR THE SOLE PURPOSE OF **DESTROYING** THE VILLAIN WHO STANDS BEFORE HIM.

SO, DESPITE THE PSIONIC PAIN WHICH TEARS THROUGH HIS BODY --

-- CABLE REACTS ***INSTINCTIVELY!***

I CAN TELL YOU ONE THING -- YOU'RE NOT GOING TO BE AROUND TO SEE HOW IT TURNS OUT!

A BATTLE WITH YOU *NOW* IS *NOT* IN MY INTEREST.

WHAM

TOO BAD. WE'VE GOT CONFLICTING INTERESTS.

YOU ARE A *FOOL*, SUMMERS.

I HAVE WALKED THIS EARTH FOR TWO THOUSAND YEARS --

-- *MINE* IS THE WISDOM OF THE AGES!

WHILE I OBSERVE THE TAPESTRY OF HISTORY AS IT WEAVES FROM PAST TO FUTURE...

... YOU LIVE ON EACH SINGLE THREAD, NEVER LOOKING TO THE HORIZON.

EVEN WHEN THE *SOLE SOLUTION* TO THE CURRENT CRISIS STANDS BEFORE YOU.

ALL I SEE BEFORE ME IS A *KILLER* WHO THINKS THE POWER HE WAS *BORN* WITH PLACES HIM ABOVE EVERYONE ELSE...

... A SELF-STYLED *MEGALOMANIAC* WHO CARES FOR *NOTHING* BUT HIS OWN *INSANE* SCHEMES.

THEN WHAT IF I TOLD YOU *IT WERE IN MY OWN INTEREST* TO DEFEAT *ONSLAUGHT?*

FOR I, ALONE, KNOW OF A WAY WE CAN *SEPARATE* THE *BEING* FROM THE *BOY* --

-- THE CHILD WHOM ONSLAUGHT WOULD USE TO *ALTER REALITY* --

-- FRANKLIN RICHARDS.

FALSE PROMISES FROM THE *KING OF THEM.*

NOTHING IS GOING TO STOP ME FROM --

WHAT THE --?!

AND YET, *SOMETHING* HAS.

IT'S CALLED AN *INVISIBLE SHIELD.*

AND I DOUBT *EITHER* OF YOU COULD CRACK IT.

CABLE, I KNOW WHAT IT'S LIKE TO MAKE A DEAL WITH THE *DEVIL* HIMSELF --

-- I HAD PUT ASIDE ALL MY HATRED FOR *Dr. DOOM* TO SAVE MY *HUSBAND.*

IF *APOCALYPSE* KNOWS OF A WAY TO SAVE FRANKLIN, *WE HAVE TO HEAR HIM OUT.*

Mrs. RICHARDS, YOU HAVE MY *ADMIRATION...* SOMETHING I DO NOT GIVE *LIGHTLY.*

NOW, THEN. SINCE ONSLAUGHT IS ESSENTIALLY A BEING OF PURE *PSIONIC ENERGY,* HE WILL BE *VULNERABLE* TO *THE VERY PLACE HE DRAWS HIS POWER FROM* --

THE ASTRAL PLANE.

AND NO MATTER HOW *DISTASTEFUL* HE MAY FIND IT --

-- ONLY ONE MAN HAS THE POWER TO *TAKE* ME THERE.

YOU, MY ETERNAL ENEMY.

ONCE AGAIN, THE NEEDS OF THE *MANY* OUTWEIGH THE NEEDS OF THE *FEW.*

ONCE AGAIN I MUST *SACRIFICE* WHAT *SHOULD* BE DONE FOR WHAT *MUST* BE DONE.

EVERY *FIBER* IN MY BODY WANTS TO *END* THE MADNESS THAT IS APOCALYPSE...

... IT'S WHAT I'VE WAITED MY *WHOLE LIFE* TO DO.

BUT IF THERE'S A CHANCE TO PREVENT ONSLAUGHT FROM ACCESSING FRANKLIN'S POWER...

... TO *SAVE* FRANKLIN...

... I'VE *GOTTA* DO IT.

ALL RIGHT.

FOR *NOW.*

BUT, THE MOMENT THIS IS FINISHED --

-- I *WILL TAKE YOU DOWN.*

WE ARE WASTING PRECIOUS TIME.

YES. LET'S GET STARTED.

THIS IS A JOURNEY WHICH *ONLY* CABLE AND I WILL BE TAKING, RICHARDS.

YOUR PRESENCE IS NOT REQUIRED.

CABLE! I'M COMING, TOO!

*SUSAN, WITH WHAT LITTLE TIME WE HAVE LEFT, IT'S BEST I COMMUNICATE THIS **TELEPATHICALLY.***

*FRANKLIN'S BEST HOPE MAY LIE IN YOUR **NOT** JOINING US. PLEASE TRUST ME, SUSAN...*

AND WITH THAT THOUGHT, THEY DEPART.

LEAVING ONLY THE WATCHER...

...I WON'T LET YOUR BOY DIE.

THEN GO. AND MAY GOD WATCH OVER YOU.

SURELY, Mrs. RICHARDS, YOU REALIZE THE ONLY GODS ARE THOSE LEFT ON THIS BATTLEFIELD?

...AS THEIR SILENT WITNESS...

...KNOWING THAT THE FATE OF THE UNIVERSE LIES IN THE HANDS OF THE MOST BITTER OF ENEMIES.

THE ASTRAL PLANE.

THAT STRANGE, UNKNOWABLE LOCUS THAT CONNECTS EVERY MIND ON THE PLANET.

A PLACE THAT CAN ONLY BE ACCESSED BY A HIGHLY SELECT HANDFUL OF TELEPATHS...

OF WHICH CABLE IS ONE.

GLORIOUS, IS IT NOT?

I WONDER IF ONSLAUGHT HIMSELF KNOWS OF THE UNTOLD WRECKAGE HE BRINGS UPON THE UNIVERSE?

HOW HIS VERY EXISTENCE ACTS AS A SIPHON, FUNNELING DOWN THE COLLECTIVE PSIONIC ENERGY OF ALL LIVING CREATURES...

...FOR HIS OWN PERSONAL USAGE.

AND IN WHAT WAY IS THAT "GLORIOUS", APOCALYPSE?

ONSLAUGHT CREATES NOTHING IN HIS WAKE --

-- SAVE FOR TURMOIL AND DESTRUCTION.

ONLY A WARPED MIND LIKE YOURS WOULD APPRECIATE ANYTHING WHICH VIOLATES THE LAWS OF NATURE.

AND THAT'S WHY YOUR PATH WILL NEVER LEAD TO ANYTHING BUT EMPTINESS.

YOU SURPRISE ME, CABLE.

ONE WOULD NOT THINK THAT A WARRIOR OF AS MANY CAMPAIGNS AS YOU HAVE TAKEN PART IN WOULD BE SO...

... NAIVE.

KEEP TALKING, MAD-MAN. WHILE YOU *RANT*...

... I'LL USE THE ADVANTAGE A TELEPATH HAS *HERE*, IN THE REALM OF PURE THOUGHT...

... TO PULL MYSELF *TOGETHER*.

INTERESTING...

... THE TECHNO-ORGANIC VIRUS I INFECTED YOU WITH AT BIRTH HAS NEARLY RUN ITS **COURSE**.

THOUGH YOU YET LIVE, ALL THAT YOU **MIGHT** HAVE BEEN HAS BEEN IRREPARABLY ALTERED.

MAYBE. BUT NOT IN THE WAY YOU **EXPECTED**.

ALL YOU SUCCEEDED IN DOING WAS MAKING ME **STRONGER**.

SOMETHING YOU'LL REGRET -- I PROMISE.

REALLY...

THEN, PERHAPS I SHOULD CURE YOU NOW... ...AND **WIPE** THE VIRUS **CLEAN** FROM YOUR BODY.

FORGET IT, APOCALYPSE.

I'VE LIVED WITH IT THIS LONG...

... I'LL DEAL WITH IT.

INDEED, YOU SHALL.

COME. WE NEAR OUR DESTINATION.

BELOW US IS THE PSIONIC MANIFESTATION OF EARTH BEING TORN ASUNDER.

IS THAT FEAR IN YOUR TONE, APOCALYPSE?

AFTER ALL, IT'S KINDA HARD TO BE A KING IF THERE'S NO KINGDOM.

DO NOT PRESUME TO UNDERSTAND MY MOTIVES, CABLE.

HERE, LIKE FISH IN A STREAM, WE WILL PASS THROUGH THE ASTRAL PLANE UNNOTICED...

... INTO THE VERY HEART OF ONSLAUGHT'S CITADEL!

OUTSIDE THE ASTRAL PLANE...

ATOP A CITADEL BUILT OF SOLIDIFIED TELEPATHIC ENERGY --

-- A BEING OF ALMOST **MYTHIC** PROPORTIONS SURVEYS HIS CONQUESTS.

CONCEIVED AS THE PSIONIC PROJECTION OF THE PENT-UP **FRUSTRATIONS** OF CHARLES XAVIER...

...AND EMBOLDENED INTO LIFE BY THE GENETIC HATRED OF ERIK LENSHERR -- THE SELF-PROCLAIMED MASTER OF MAGNETISM KNOWN AS **MAGNETO**...

...ONSLAUGHT IS NOW A BEING UNTO **ITSELF.**

BEYOND BOTH XAVIER AND MAGNETO.

WHERE ONCE **XAVIER** HIMSELF WAS TRAPPED WITHIN ITS CHAMBER-LIKE ARMOR--

-- ONSLAUGHT NOW HOLDS CAPTIVE YOUNG **FRANKLIN RICHARDS** --

-- WHOSE REALITY-ALTERING POWERS HE INTENDS TO USE TO **RE-SHAPE** THE WORLD IN HIS IMAGE.

I KNOW YOU ARE **FRIGHTENED.**

WE ARE **ALWAYS** FRIGHTENED BY WHAT WE DO NOT UNDERSTAND.

KNOW ONLY THIS.

YOU WILL PLAY A CRITICAL ROLE IN **CHANGING** A WORLD THAT WAS **DESTINED** TO COLLAPSE UPON ITSELF...

...HAD I NOT ARRIVED TO BECOME ITS **SAVIOR.**

I... I JUST WANT TO GO *HOME.*

YOU ARE HOME, CHILD.

HE WAS FREED BY THOR IN UNCANNY X-MEN # 336, ON SALE NOW! -- Mark.

SUDDENLY...

WHO --?!

AHHH... THE TIME-WALKING SON OF SCOTT SUMMERS... AND THE ANCIENT EGYPTIAN?!

THE ALPHA AND THE OMEGA.

YOU TRULY ARE DESPERATE!

DISCOVERED IMMEDIATELY! THIS WAS... UNEXPECTED.

WHO'S THE DESPERATE ONE, ONSLAUGHT?

YOU'VE TWICE SENT YOUR LACKIES TO TAKE ME OUT BEFORE I COULD GET TO YOU.

WHAT'RE YOU AFRAID OF?

SEE CABLE #'s 33 & 34 -- Mark.

I FEAR NOTHING!

NATURE... CREATION ITSELF IS MINE TO COMMAND!

PSIONIC PROJECTIONS OF THE *HULK*, *POST* AND *MAGNETO* HIMSELF.

HARDLY WORTH THE EXPENDITURE OF YOUR ENERGIES, ONSLAUGHT.

APOCALYPSE!

ARE YOU WILLING TO GIVE THIS YOUR ALL?

TO RISK DEATH TO MEET OUR ENDS?

NEED YOU ASK?

IS THIS *NOT* THE CODE BY WHICH I HAVE LIVED FOR *TWO THOUSAND YEARS?*

ARE WE NOT SIMPLY BEING TESTED AS TO WHO IS THE FITTEST AMONG US?

OUT OF HULK'S WAY, BLUE MAN.

NO ONE IS STRONGER THAN HULK --

-- *HULK IS THE STRONGEST THERE IS!*

THEN, FIGHT ON, *"ETERNAL ONE".*

IF FOR NO OTHER REASON THAN *OUR DAY TO BE TESTED AGAINST EACH OTHER* STILL AWAITS US!

ONE WHICH I LOOK FORWARD TO WITH EAGER ANTICIPATION, *"CHOSEN ONE."*

ROAARRR

EVEN WITH THE HELP OF PSIONIC ENERGY FROM THE ASTRAL PLANE --

-- IT'S GONNA BE TOUGH TO HOLD MY OWN BODY TOGETHER --

-- AND TAKE ON A CREATURE WHO ALMOST *KILLED* ME!

BUT FRANKLIN IS *DEPENDING* ON ME -- AND I *WON'T* LET HIM DOWN!

LAST ISH! - Mark.

TIME GROWS SHORT.

WITH CABLE *PREOCCUPIED*, I CAN COMPLETE THE APPOINTED TASK.

YOU'RE HERE TO HELP ME, RIGHT? TO TAKE ME HOME TO MY MOMMY AND DADDY?

CHILD. NOT ONLY DOES YOUR PRESENCE **UNLEVEL** THE BATTLEFIELD...

... YOU ALSO POSE A FUTURE THREAT TO **ME.**

IT IS **NECESSARY** THAT YOU BE **SEPARATED** FROM THE ENTITY...

... BY THE VEIL OF **DEATH!**

CLOSE YOUR EYES, BOY.

EMBRACE THE UNFATHOMABLE!

RICHARDS! MAKE YOUR MOVE!

NOW!

I -- I CAN'T *MOVE!* BUT *HOW?*

ME.

NO.

GET *AWAY* FROM MY SON, YOU *BUTCHER!*

DID YOU *ACTUALLY THINK* THAT WE WOULD ALLOW YOU TO HARM FRANKLIN?

CABLE KEPT ME TELEPATHICALLY HIDDEN ALL ALONG.

I CARE LITTLE WHAT YOU *THINK,* WOMAN.

I PROMISED ONLY TO *SEPARATE* THE BOY FROM THE BEING, THUS MAKING ONSLAUGHT *VULNERABLE.*

WHAT IS ONE SMALL LOSS COMPARED TO THE FATE OF THIS PLANET?

SURELY, CABLE, YOU AS A *SOLDIER* UNDERSTAND THE CONCEPT OF *ACCEPTABLE LOSSES!*

YOU CANNOT ALLOW A MOMENT OF WEAKNESS SUCH AS CARING ABOUT AN INSIGNIFICANT CHILD STOP US --

OH, YES, I CAN!

EVEN IF IT MEANS KILLING YOU HERE AND NOW!

*DO YOU SEE NOW, FRANKLIN, WHY I HAVE **ALLOWED** THIS TO OCCUR?*

*WHAT BETTER ILLUSTRATION OF THE **TRUE** NATURE OF ALL HUMANS?*

*HOW ONE WILL **ALWAYS** BETRAY THE OTHER TO ACHIEVE THEIR OWN **PERSONAL** GOALS?*

*YOU WILL HELP ME **CHANGE** ALL THAT, CHILD.*

NO! EVERYBODY'S ***NOT*** LIKE THAT!

I WANT TO GO HOME! LET ME GO!

NO.

MOM! GET ME OUT OF HERE --

I'M TRYING, FRANKLIN, I'M TRYING --

ONSLAUGHT'S TOO POWERFUL -- HE'S MENTALLY HOLDING ME AT BAY!

*OF COURSE, Mrs. RICHARDS. YOUR EFFORTS TODAY, WHILE LAUDABLE, WERE **DESTINED** TO FAIL.*

MOM! YOU'RE ***FADING AWAY!*** PLEASE DON'T ***LEAVE*** ME..!

I'LL NEVER LEAVE YOU, FRANKLIN --

-- I'M ***ALWAYS*** WITH YOU!

WE'LL ***FIND*** A WAY!

I PROMISE...

BE GONE.

AND IN LESS TIME THAN IT TAKES TO BLINK AN EYE, THEY ARE ALL TRANSPORTED OUT OF THE CITADEL --

-- OUT OF THE ASTRAL PLANE --

-- AND BACK TO THE BATTLE-SCARRED STREETS OF NEW YORK!

IMBECILES!

DO YOU HAVE ANY *IDEA* WHAT YOUR DUPLICITOUS PLOY COST US THIS DAY?

DO YOU?!

IT COST *YOU* A CHANCE TO DO TO FRANKLIN WHAT YOU DID TO *ME.*

HE'S ALIVE AND UNHARMED -- THERE'S STILL *HOPE* TO *FREE* HIM.

THE WAY I SEE IT, WE *WON.*

DID YOU?

DID YOU REALLY?

AND AS HIS THUNDEROUS VOICE ECHOES, APOCALYPSE TELEPORTS AWAY --

-- LEAVING THE INVISIBLE WOMAN **HAUNTED** BY WHAT HAS JUST TRANSPIRED.

SUSAN.

IF THERE WERE *ANY* OTHER WAY...

I KNEW THE *RISKS*, CABLE, GOING IN.

IT'S JUST, IN SOME WAY, BEING *THAT CLOSE* TO FRANKLIN...

... SEEING HIS HELPLESS FACE...

... SOMEHOW MAKES IT *WORSE* NOW KNOWING THAT HE *IS* ALIVE...

... AND NEEDS OUR HELP MORE THAN EVER...

AND WE WILL.

WE WILL BRING BACK YOUR SON SAFELY...

... AND *STOP ONSLAUGHT* ONCE AND FOR ALL.

ABOVE THE STREETS...

...THE MUTANT WHO TOOK THE NAME WHICH DESCRIBES THE END OF ALL THAT IS... PONDERS HOW MUCH LONGER BEFORE **THE APOCALYPSE** BECOMES A REALITY.

YOU *MUST* RESPECT THEM.

FOR DESPITE THEIR SACRIFICE, THEY WERE *UNWILLING* TO BECOME LIKE YOU --

-- AND ALLOW THE END TO JUSTIFY *ANY* MEANS.

I SAW ONLY *WEAKNESS* AT A TIME WHEN STRENGTH WAS NEEDED.

THAT I WILL NEVER RESPECT.

AND YET, ONE MUST WONDER WHAT KIND OF *STRENGTH* IT TAKES TO *GIVE UP* WHAT YOU *WANT* MORE THAN ANYTHING --

-- TO AVOID *BECOMING* THE THING YOU *HATE* THE MOST.

WE WILL SEE WHO IS LEFT TO REVEL IN THEIR VAUNTED *NOBILITY* --

-- WHEN ONSLAUGHT *DESTROYS* IT ALL...

INSIDE ONSLAUGHT'S CITADEL.

THE CREATURE WHO WOULD RECONSTRUCT THE UNIVERSE TO SUIT ITS NEEDS...

...RETHINKS THE DAY'S EVENTS...

...CURIOUS AS TO WHY THESE... HUMANS RESIST THEIR BENEVOLENT GOD.

UNAWARE THAT WITHIN THE CHILD WHO HE HAD **FORCED** INTO COLLUSION...

...A CHILD WHO THE BEING HELD AT BAY WITH THE POWER OF **FEAR**...

...SOMETHING HAS **CHANGED**.

INSPIRED BY THE SELFLESS ACT OF ***HIS MOTHER*** AND THE MAN CALLED ***CABLE*** --

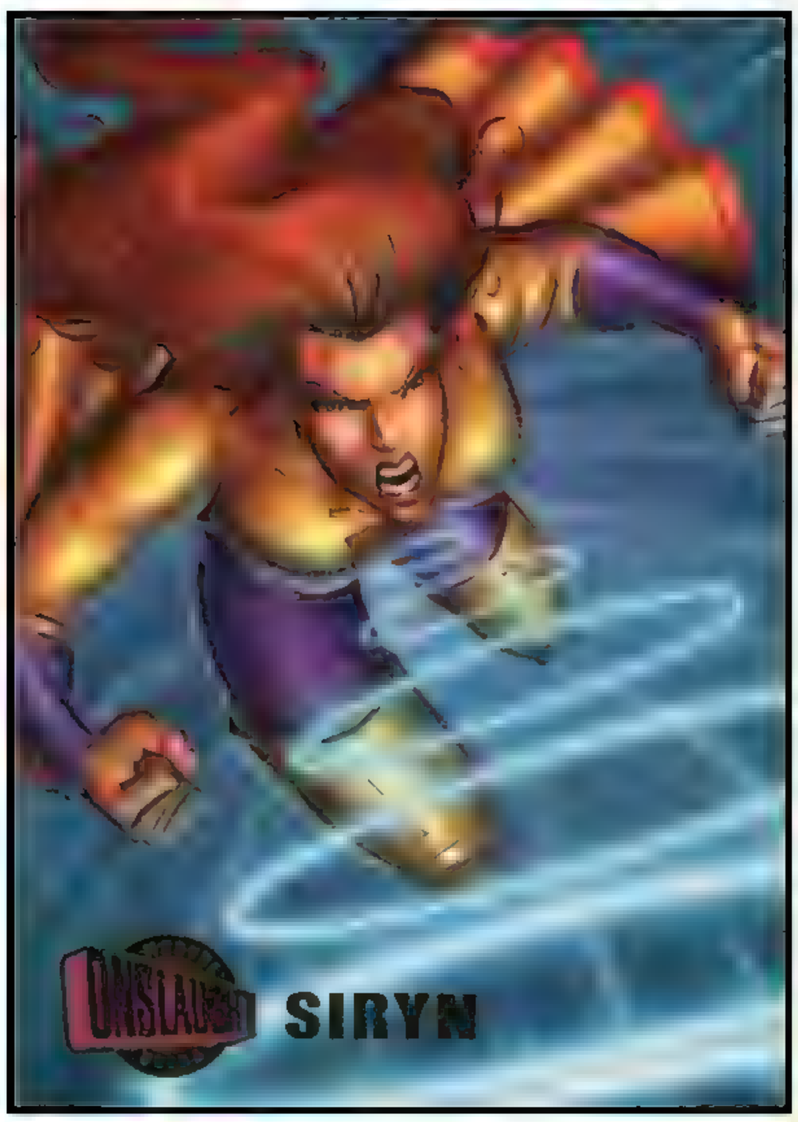
-- FRANKLIN RICHARDS HAS A RENEWED SPARK WITHIN HIS SOUL THAT WILL MAKE ***A DIFFERENCE FROM THIS POINT ON.***

HE HAS HOPE.

THE SAGA OF ONSLAUGHT CONTINUES in **X-MAN** 19 & **X-MEN** 55!

NEXT ISSUE: THE TECHNO-VIRUS HAS COMPLETELY TAKEN OVER HIS BODY -- WILL CABLE SURVIVE?

Marvel Ultra Onslaught 1996 **trading-card art by Darick Robertson, Salvador Larroca, Amanda Conner, David Chlystek, Greg Luzniak, Digital Chameleon, Malibu Comics, Regie Milburn & Jung Choi**



X-FILE

SPECIAL HEROES REBORN™ UPDATE INSIDE!

APPROVED BY THE COMICS CODE AUTHORITY

Pollina -N- LaRosa

MAELSTROM IMPACT 2

MARVEL COMICS

X-MEN SEPT '96 58

...BEFORE THE DAWN

A LOEB•CASTRILLO•LaROSA
COMICRAFT•JAVINS•MALIBU
HARRAS PRODUCTION

"RUN, BOY RUN!"

WHEN KING ARTHUR SHOUTED THOSE WORDS TO THE BOY, TOM OF WARWICK, IT WAS A CALL TO ARMS ACROSS THE LAND.

FOR THOUGH CAMELOT HAD FALLEN, ARTHUR KNEW THAT HIS DREAM... HIS HOPE... WOULD LIVE ON IN THE YOUNG.

THE DARING.

HUNDREDS OF YEARS LATER, CHARLES FRANCIS XAVIER HAD A DIFFERENT DREAM.

ONE WHERE MUTANTS -- MEN AND WOMEN WITH STRANGE AND OFTEN FRIGHTENING POWERS --

-- COULD PEACEFULLY CO-EXIST WITH A GROWING HUMANITY THAT WOULD OFTEN FEAR AND HATE THEM.

TOWARD THAT END, HE RECRUITED TWO TEAMS OF THE UNIQUE CHILDREN OF THE ATOM.

HE NAMED THE FIRST THE UNCANNY X-MEN.

AND THE SECOND, THE NEW MUTANTS.

TODAY, THE NEW MUTANTS ARE CALLED...

X-FORCE

PRESENTED BY STAN LEE

AND THE DREAM?

THE DREAM HAS BECOME A NIGHTMARE NAMED

ONSLAUGHT

THIS, THEN, IS A YESTERDAY AMONG YESTERDAYS.

A TIME IN YOUNG ROBERTO DaCOSTA'S LIFE WHEN ALL HE HAD TO WORRY ABOUT WAS AN OPENING DOWN FIELD.

FOR IN HIS NATIVE BRAZIL, SOCCER WAS THE SPORT OF KINGS --

-- AND WITH HIS SKILL, ROBERTO WAS ONE OF RIO DE JANEIRO'S PRINCES.

<DID YOU SEE, JULIANA?! BLESSED SAINTS, WHAT A MOVE!>

<MY SON IS AN ARTIST WITH THE FOOTBALL.>

JULIANA SANDOVAL DOES NOT ARGUE WITH ROBERTO'S FATHER, EMMANUEL.

IT IS A WONDERFUL THING TO BE YOUNG AND IN LOVE, AND HAVE THE ONE YOU LOVE BE LIKE A SHINING STAR THAT FELL TO EARTH.

TRANSLATED FROM THE PORTUGESE - Bilingual Bob.

<YOU ARE FAST, PEDRO, BUT NOT FAST ENOUGH.>

SHOT. SCORE. GOAL! GOAL! GOAL!

THE CHAMPIONSHIP MATCH BETWEEN THE THUNDERBOLT OF THE VILAR SCHOOL AND THEIR ARCHRIVALS, THE DYNAMOS.

AT ANOTHER TIME, THIS GAME WOULD GO UNFINISHED, STOPPED BY THE STARTLING REVELATION THAT ROBERTO IS NOT AN ORDINARY BOY.

BUT, RATHER, THE SOLAR FURNACE CALLED SUNSPOT!

SEE MARVEL GRAPHIC NOVEL#4: THE NEW MUTANTS, A LONG TIME AGO! - Bob.

IN WHATEVER THIS PLACE IS, HOWEVER, ROBERTO WINS THE GAME.

THE CROWD LOVES HIM FOR IT.

ROBERTO!

ROBERTO!

ROBERTO!

AND ROBERTO DaCOSTA IS HAPPY.

AFTER THE GAME...

<NOW, COME ON, YOU TWO. THERE WILL BE PLENTY OF TIME FOR ROMANCE...

...ONCE ROBERTO HAS SHOWERED AND CHANGED.>

<ROBERTO! LISTEN TO YOUR PAPA!>

<HA! WHAT BETTER REASON TO BE LATE THAN ONE MORE KISS?>

<HONESTLY, SEÑOR DACOSTA SOMETIMES YOUR SON ACTS AS IF TODAY IS THE LAST TIME WE WILL BE TOGETHER.>

<DO NOT QUESTION LOVE, JULIANA. LIKE YOUR YOUTH, ENJOY IT WHILE IT LASTS.>

<YOU TWO WAIT RIGHT THERE AND I WILL BE RIGHT BACK.>

<JULIANA IS RIGHT. I AM JUST A FOOL IN LOVE.>

<SHE AND I WILL ALWAYS BE TOGETHER.>

IF THAT'S WHAT YOU WANT, ROBERTO, WE CAN MAKE IT SO.

<WHA--? A VOICE INSIDE MY HEAD?!>

A VOICE YOU TRUST, ROBERTO -- FROM SOMEONE WHO NEEDS YOUR HELP.

MY HELP?

I CAME TO YOU FIRST TO CONVINCE THE OTHERS.

BUT... I WILL ALWAYS BE DIFFERENT...

...ALWAYS... AN OUTSIDER...

...WITHOUT MY FATHER...

...JULIANA...

...WITHOUT LOVE...

YOU ARE NOW, AND ALWAYS WILL BE THE HEART AND SOUL OF X-FORCE.

WITHOUT YOU, THE REST WILL NOT FOLLOW.

PERHAPS...

...BUT WHAT ABOUT THE OTHERS..?

AS THE EBONY ENERGY SLOWLY ENVELOPS THE BOY...

...HE REMEMBERS... AND KNOWS HE HAS NO CHOICE...

NIGHTTIME.

THE XAVIER INSTITUTE, SALEM CENTER, WESTCHESTER, NEW YORK.

ONCE, THESE WALLS STOOD FOR SOMETHING. AN IDEAL THAT WAS TAUGHT BY A GOOD MAN AND LEARNED BY EAGER STUDENTS.

NOW, IT LAYS WASTED, CHARRED BY THE BRUTAL WAR THAT THE PSIONIC MANIFESTATION ONSLAUGHT COMMANDS --

-- AND A SURPRISE ATTACK FROM THE GENETIC MANIPULATOR KNOWN AS SINISTER.

X-FORCE PITCHED THEIR LAST BATTLE HERE.

AND LOST.

SUDDENLY.

BLESSED SAINTS! AIR!

I THOUGHT WE'D BE DEAD, FOR SURE.

THERESA ROURKE FIRST TOOK TO THE SKIES AS A YOUNG LASS GROWING UP IN IRELAND.

SINCE THEN, LIKE HER FATHER, GENERATION X'S LEADER BANSHEE, THE FIERY REDHEAD -- CODENAMED SIRYN -- CAN USE HER VOICE WITH DEVASTATING EFFECTIVENESS.

I REMEMBER NOW...

... WE WERE PROTECTING NATE GREY® FROM THE GUILES OF ONSLAUGHT --

-- ONLY TO BE BLINDSIDED BY THAT BLACKGUARD SINISTER.

HE SOMEHOW TURNED NATE'S POWER AGAINST US --

-- Oh, LORD! --

LAST ISSUE -- Bob.

-- NAE!

THE OTHERS!

IF NOT FOR SIRYN'S SONIC SCREAM, THE SILENCE WOULD BE DEAFENING.

AND HER THOUGHTS TURN IRREVOCABLY TO *PRAYERS* SHE LEARNED AS A CHILD.

STAY CALM, TERRY, THEY'LL BE ALL RIGHT.

WE'VE BEEN IN WORSE SCRAPES THAN THIS.

COME ON, BOBBY, GIVE ME A SIGN.

NO PULSE. NO HEARTBEAT.

BUT NONE OF US KNOWS HOW HIS POWERS WORK --

-- MAYBE, MAYBE I *CANNAE* HEAR HIS HEART.

I DINNAE UNDERSTAND.

WE ALL SUFFERED THE SAME *ATTACK* --

-- HOW IS IT I *ALONE*...

... SURVIVED..?

NAE.

WE BEEN *TRAINED* NAE TO GIVE UP.

BUT, WE NEED *HELP* AND ALL THE COMMUNICATIONS EQUIPMENT ARE *SHOT.*

CABLE, I DINNAE KNOW IF'N WE'RE STILL PSI-LINKED --

-- OR EVEN IF'N YE CAN HEAR MY THOUGHTS --

-- BUT, WE NEED YE, **CABLE,** LIKE NEVER BEFORE.

USING EVERY OUNCE OF HER WILL POWER, SIRYN REACHES OUT WITH HER THOUGHTS...

TERRY..?

CABLE? THANK THE HEAVENS, BUT I CANNAE HARDLY HEAR YE!

IT'S **ONSLAUGHT,** TERRY. PSIONIC INTERFERENCE... STATIC...

WHAT? CABLE, I'M LOSIN' YE --

NO EXAGGERATION, CHECK OUT CABLE #35 -- Bob!

THE TELEPATHIC IMAGE IS THAT OF X-FORCE'S VALIANT LEADER, NATHAN DAYSPRING SUMMERS --

-- THE MAN CALLED **CABLE.**

HE IS CURRENTLY IN THE MIDDLE OF THE FIGHT OF HIS LIFE IN THE CENTER OF NEW YORK.

-- BE THERE AS SOON AS I --

-- BE STRONG --

-- ALWAYS **DARKEST** BEFORE...

AHHH!

PSIONIC FEEDBACK..!

CABLE..?

GONE.

GUESS IT'S UP TO *ME* THEN.

IF'N I CAN SAVE JUST *ONE* OF YE --

-- MAYBE I CAN FIND WHAT AILS THE OTHERS.

STARTING WITH *YE,* TABITHA.

ELSEWHERE...

THE YOUNG WOMAN CALLED **MELTDOWN** HAS AN **AUTHORITY** IN HER TONE SHE ONLY RECENTLY ACQUIRED.

GET UP.

ONCE, **TABITHA SMITH** WAS A CONFUSED, SHAKEN GIRL WHO COULD BE EASILY TAKEN ADVANTAGE OF... **ABUSED** EVEN.

OFTEN HER TORMENTORS WERE **MEN.**

THE LAST OF THEM WENT TOO FAR.

C'MON, **VIC,** IT'S NOT LIKE YOU DON'T HAVE IT ***COMIN'*** TO YOU.

WHEN NO ONE ELSE THOUGHT THE MURDEROUS **SABRETOOTH** DESERVED ANOTHER CHANCE, TABITHA WENT OUT ON A LIMB FOR HIM.

AND HE BETRAYED THAT TRUST BRUTALLY.

VICIOUSLY.

PUNCH

SEE X-FORCE #45-48, UNCANNY X-MEN #328 AND THE SABRETOOTH SPECIAL. -- Whew! Bob.

WIMP.

LET'S GO ***AGAIN.***

SHE KNOWS SHE JUST KILLED HIM. IT WOULD SEEM ***IMPLAUSIBLE*** THAT HE WOULD DO ***ANYTHING*** EVER AGAIN.

HOWEVER...

GONNA *GUT* YOU THIS TIME, GIRLIE.

FOOM

FAT CHANCE.

FOOM

FOOM

CRUNCH

LOSER.

LET'S GO *AGAIN.*

IN THE END, IS THIS *ALL* YOU WANT?

SPIT! I *KNEW* IT HAD TO BE WAY TOO GOOD TO BE TRUE.

THEN, YOU MUST KNOW WHY I AM HERE, TABITHA.

WE *EACH* HAVE TO DECIDE WHICH IS MORE IMPORTANT

WHAT WE WANT *INDIVIDUALLY* --

-- OR WHAT IS BEST FOR *THE TEAM*.

AND ISN'T THAT WHAT BECOMING *MELTDOWN* WAS ALL *ABOUT?* NO MORE RUNNING? FACING WHATEVER CARDS WE'RE DEALT?

THAT'S WHY X-FORCE NEEDS YOU. FOR YOUR *FIGHTING SPIRIT* AGAINST THE MOST INSURMOUNTABLE ODDS!

BOBBY...

... ARE WE ALL... D..?

NOT YET.

BUT WITH EACH PASSING MOMENT WE MIGHT LOSE ONE OR *ALL* OF US... *FOREVER*.

WILL YOU FOLLOW ME, MELTDOWN?

WILL YOU?

YEP.

WOULDN'T MISS IT FOR THE WORLD.

A LONG TIME AGO, IN A GALAXY FAR, FAR AWAY.

A STORY WHICH HAS BEEN TOLD A THOUSAND, THOUSAND TIMES UNFOLDS AGAIN.

A ROCKET SHIP SPIRALS TOWARD EARTH.

ITS SOLE PASSENGER THE LAST, BEST HOPE FOR A NEW GENERATION.

TRAGICALLY, THE SHIP *CRASHES* IN A NEBRASKAN CORNFIELD.

AMAZINGLY, *NO ONE* IS HURT.

STOP THE CAR, NATHAN! STOP THE CAR!

BOOOM

STAB MY EYES, BEATRICE! HE'S *ALIVE!*

CALIBAN LIKES THIS PART THE BEST.

SOON...

CALIBAN FIXED THE TRACTOR, PA-NATHAN. JUST LIKE PA-NATHAN ASKED.

YOU'VE DONE GOOD, LAD.

EVER SINCE YOU'VE COME TO STAY WITH US, CAL, THINGS JUST HAVE A HABIT OF FALLING INTO PLACE.

CALIBAN LIKES IT HERE.

CALIBAN GUESSES THIS IS ALL HE EVER WANTED.

*IN ANOTHER TIME, ANOTHER PLACE, THE MUTANT TRACKER WITH A **CHILDLIKE SENSIBILITY** CALLED **CALIBAN** WAS AMONG THE LAST OF A SLAUGHTERED GROUP OF MUTANTS KNOWN AS **MORLOCKS.***

*THEY LIVED IN THE **SEWERS** BENEATH NEW YORK AND HID IN THE SHADOWS.*

UH-OH.

CALIBAN SENSES...

... MUTANTS?!

CALIBAN WILL BE *RIGHT* BACK.

FRIEND SUNSPOT!

HAVE YOU COME TO STAY WITH CALIBAN, TOO? THERE IS *LOTS* OF ROOM IN THE BARN.

CALIBAN.

I DO NOT KNOW IF YOU WILL *UNDERSTAND* THIS.

BUT YOU NEED TO COME WITH US.

WE NEED YOUR CHILDISH SENSE OF *HOPE* THAT THERE WILL BE A BRIGHTER TOMORROW.

ONE SEC. "T" ON THE FIELD.

CAL, WHAT *IS* ALL THIS?

I MEAN, *THIS* NEVER HAPPENED IN *YOUR* LIFE!

DOES THAT MATTER IF IT MAKES CALIBAN HAPPY?

AND NOW, YOU WANT CALIBAN TO GO WITH HIS FRIENDS TO THAT *OTHER* PLACE.

NO, CALIBAN, WHERE WE ARE HEADED, ONSLAUGHT CAN *NEVER* HURT YOU.

AT THE SAME TIME.

CALIBAN, YE BIG LUG, WAKE UP!

CALIBAN *KNOWS* YOU. CALIBAN JUST CAN'T REMEMBER WHO --

I'M A FRIEND, TOO, CALIBAN. ONE YOU HAVE *TRUSTED* FOR YEARS.

CALIBAN DOES NOT UNDERSTAND...

WHERE *ONSLAUGHT* IS...

WAP

'TIS NAE GOING WELL. THE WHOLE TEAM IS SLIPPIN' AWAY FROM ME...

IN A TIME THAT NEVER WAS... A HOMELAND THAT IS NEAR FORGOTTEN...

AN APACHE RESERVATION.

THE HOME OF JOHN AND JIMMY PROUDSTAR.

JOHN PROUDSTAR, THE FORMER X-MAN, **THUNDERBIRD**, WHO DIED ON ONE OF THEIR FIRST MISSIONS --

-- NEVER ABLE TO SEE THE INSPIRATION HE WOULD BRING TO HIS YOUNGER BROTHER --

-- THE STRENGTH AND SPEED OF X-FORCE KNOWN AS **WARPATH.**

WAAAAY BACK IN UNCANNY X-MEN #95 - Bob.

I NEVER THOUGHT I'D SAY THIS, JIMMY.

BUT, *YOU'VE* DONE WELL, LITTLE BROTHER.

I'M DOING ALL RIGHT, JOHN. I'VE *FINALLY* TURNED MY LIFE AROUND.

FORGET YOUR *LIFE*, LET'S TURN THIS *HERD* AROUND BEFORE SOMEONE GETS HURT!

HA! TOGETHER THERE ISN'T *ANYTHING* WE CAN'T DO!

AS THE MIGHTY BEAST FALLS, WARPATH TINGLES WITH EXCITEMENT.

IN SOME WAY, HE **KNOWS** THE BROTHERS ARE WORKING SIDE-BY-SIDE IN A WAY THEY **NEVER** GOT TO --

-- AND NOW, MAY NEVER AGAIN...

LATER...

JOHN..?

WILL IT *ALWAYS* BE LIKE THIS?

BUT, BEFORE, THE OLDER PROUDSTAR CAN ANSWER...

JIMMY...

...IT IS YOUR *COURAGE* THAT BRINGS THIS TEAM TOGETHER.

YOU'VE TAUGHT US TO PUT ASIDE OUR *PERSONAL DOUBTS* AND FACE THE *CHALLENGES* AHEAD.

BOBBY...

...CAN... MY BROTHER COME TOO?

THUNDER-BIRD'S TIME HAS LONG PAST.

*ONLY WARPATH HAS THE **CHOICE** TO CONTINUE.*

XAVIER'S.

JIMMY, LAD, IF 'N EVER I NEEDED YE, *'TIS NOW.*

COME BACK T'ME, JIMMY...

THEN.

IN A PLACE THAT IS NEITHER FAR NOR NEAR.

HURRY. WE HAVE TO FIND *HIM* SOON.

CALIBAN SENSES HE IS NEAR.

RIGHT ON TOP OF THIS...

... HILL?

'STAR?!

SHATTER-STAR, WHAT HAVE YOU DONE WITH YOURSELF?

NOT A THING.

I HAVE MERELY TAKEN THE TIME OUT TO SMELL THE *VEGETATION.*

"ROSES". IT'S "SMELL THE ROSES."

YES!

*THEY STARE WITH AWE, **INTENDING** TO FIND SHATTERSTAR UPON SOME BATTLEFIELD.*

*LIKE THE GREAT NORSE GODS. WHO LOOK FORWARD TO A PROMISED LAND CALLED **VALHALLA**, HE WOULD BE OUT WITH HIS BLADE DRAWN -- FIGHTING THE GOOD FIGHT.*

*WHAT ELSE WOULD ONE EXPECT FROM A **WARRIOR BORN**?*

'STAR, WILL YOU COME WITH US?

I DO NOT THINK SO.

BACK THERE, THERE ARE TOO MANY *UNANSWERED* QUESTIONS.

BEGINNING WITH, " *WHO AM I, REALLY?*"

HERE, IT DOES NOT MATTER.

I AM *ME.*

WHAT?!

'STAR, YOU *GOTTA* COME WITH US.

IT'S *ALL* OR *NOTHIN'.*

LOOK, *NOBODY* HAS MORE REASON TO BE CONFUSED ABOUT HIMSELF THAN *ME.*

AND I *RESPECT* WHAT YOU ARE GOING THROUGH.

BUT, YOU BRING A *PASSION* TO THIS TEAM -- A PASSION WHICH IS *UNIQUELY YOURS.*

IF YOU *EVER* WISH TO LEARN THE ANSWERS ABOUT YOUR LIFE, THE *ONLY* WAY IS TO COME WITH US.

THE *ONLY* WAY...

YOUR TIME GROWS SHORTER.

IF YOU WISH TO CONTINUE... GO NOW.

FOR SOON, YOU WILL NOT HAVE THE CHOICE...

NEXT.

HER NAME IS **DOMINO.**

SHE HAS BEEN MANY THINGS IN THIS LIFE. MERCENARY. BANDIT. CO-LEADER OF THIS BAND OF MISFITS.

WHO'S OUT THERE?

AND MUCH MORE THAN THAT THEY DO NOT EVEN KNOW ABOUT HER. STARTING WITH **HER REAL NAME.**

US.

GO AWAY.

I NEVER WANTED ANY PART OF THIS.

THIS WAS CABLE'S ***DEAL***, NOT MINE.

I'LL BE JUST FINE HERE.

SO WILL ALL OF YOU.

ALL ALONE.

IN THE DARK?

IS THERE NOTHING FROM YOUR LIFE THAT YOU WOULD WANT TO KEEP?

NOTHING THAT WOULD FILL THIS ***EMPTINESS?***

MAYBE.

... THEN FACE THE LIGHT OF MY PAST...

MAYBE IT'S EASIER TO BE ALONE IN THE DARK...

STILL... YOU *MUST* KNOW THAT WE NEED YOUR LEADERSHIP --

-- THE *PROMISE* THAT WE CAN ACCOMPLISH ANYTHING.

UNLIKE *CABLE*, WHO IS OUR *STRENGTH*, OUR *CARETAKER* --

DOMINO, YOU BRING US THE *BELIEF* IN OURSELVES.

WITHOUT YOU, WE CAN-NOT BE OUR BEST!

I...

ROBERTO. YOU HAVE THEM ALL NOW.

ALL YOU NEED IS TO BRING THEM INTO THE *LIGHT*...

... AND ALL YOUR *DREAMS* WILL BE FULFILLED.

HURRY NOW!

FOR IF *HE* FINDS YOU HERE, YOU WILL NOT BE ABLE TO *COMPLETE* YOUR JOURNEY.

WHO, LITTLE ONE? WHO IS IT YOU FEAR SO?

IT MATTERS NOT. GO! INTO THE LIGHT.

...THERE IS NOTHING MORE FOR YOU HERE.

SO CERTAIN THAT THE NIGHT'S MANIPULATIONS ARE COMPLETE, THE GUIDE REVEALS HIMSELF TOO SOON.

FOR SUCH IS THE ARROGANCE OF THE ONE BEING WHO WOULD DESTROY THE FUTURE.

...AND DO NOT LOOK BACK.

THE HOPE FOR TOMORROW.

THE NIGHTMARE THAT IS ONSLAUGHT

FRIENDS. WAIT. CALIBAN THINKS LOOKING BACK IS A *GOOD* THING.

CAL, HE SAID TO HURRY..?

NO, JIMMY, CALIBAN IS *RIGHT.*

WE'VE BEEN... *USED?*

IN OUR DESIRE TO REALIZE OUR DREAMS --

-- WE FORGOT THAT THE ONLY WAY TO FIND A BRIGHTER TOMORROW --

-- IS BY KICKIN' BUTT *TODAY.*

STARTING WITH *YOU* ONSLAUGHT.

AT THE MANSION, SIRYN KEEPS A SOLE VIGIL.

OUR FATHER, WHO ART IN HEAVEN...

... HALLOWED BE THY NAME...

AND THEN...

THANK YE, LORD... WE'RE BACK!

IF WE WERE ANYWHERE AT ALL, DOMINO.

I SUSPECT MUCH OF THIS NIGHT WAS CONTROLLED BY *ONSLAUGHT* --

--AND HIS DESIRE TO *WIN* AT ALL COSTS.

WHAT GOES UNSAID, HOWEVER, IS THAT *TOGETHER* THEY EACH GLIMPSED A BIT INTO EACH OTHER'S SOULS...

... *BONDING* THIS TEAM IN A WAY THEY NEVER WERE BEFORE...

SIRYN... *TERRY*, YOU'VE BEEN *HERE* THEN? IN THE MANSION?

AYE, ALL NIGHT. I DINNAE THINK YE...

AND *RISQUE?* WHERE IS SHE?

I DINNAE KNOW. SHE WAS *NAE HERE* WHEN I AWOKE --

-- WHAT DO YOU MEAN? SHE WAS WITH US WHEN *SINISTER* ATTACKED!

MAYBE SHE WASN'T HURT AS BADLY AS THE REST... OR MAYBE *SOMEONE ELSE* TOOK HER?

WHO?! *WHO* TOOK HER?

JIMMY, LEGGO... YE'RE HURTIN' ME..!

STOP! CALIBAN SENSES...

... WE ARE *NOT* ALONE.

DO NOT BE AFRAID.

IN MY LAST MOMENTS, I CAME ONLY TO THANK YOU.

FOR YOU HAVE, ALL OF YOU, UNSELFISHLY, WON MUCH THIS NIGHT.

SIRYN, I COULD PROTECT ONLY ONE MEMBER OF THE TEAM, SO I CHOSE YOU.

YOU ALONE ARE THE TEAM'S INSPIRATION --

YOU ALONE HAVE AN UNSHAKEABLE BELIEF THAT WHAT THEY ARE DOING IS RIGHT.

WHAT... WHO ARE YOU, CHILD?

I CHOSE WELL.

A MEMORY. A FADING MEMORY, AT BEST.

I AM WHAT ONSLAUGHT COULD NEVER FULLY CONTROL OR DESTROY.

THE GOODNESS OF A YOUNG CHARLES XAVIER.

BUT... WHAT HAPPENS TO YOU NOW?

THANKS TO YOUR VICTORY OVER THE DARK... I AM... AT LAST... FREE...

AND WHILE ONSLAUGHT REMAINS SEPARATE...

... REMEMBER THAT YOU ALL REPRESENT THE NEXT GENERATION OF MUTANTS...

THE YOUNG.

THE DARING.

A LIGHT ONSLAUGHT COULD NEVER EXTINGUISH...

AND AS THE CHILD'S IMAGE FADES WITH THE COMING DAWN...

... X-FORCE REMAINS WHOLE, STANDING AS ONE.

ALTHOUGH THEY ARE LEFT IN THE ASHEN RUIN OF XAVIER'S FORMER HOME...

... AND WHILE THEY KNOW WITH THE LIKES OF **ONSLAUGHT** AND **SINISTER** STILL OUT THERE, THEY MAY HAVE LOST A BATTLE...

BUT THE **WAR** STILL GOES ON.

YET, TONIGHT, SOMEHOW, THEY FEEL CERTAIN THEY WON MORE THAN **ALL** THEIR BATTLES PUT TOGETHER...

... THAT *THIS* WAS THEIR GREATEST VICTORY!

"RUN, BOY RUN!"

CABLE RETURNS!

THE TEAM REUNITED!

THE BEGINNING OF THE SHATTERSTAR SAGA

FEATURING: THE RETURN OF...

NAAAH-- THAT WOULD BE TELLING..!

MARVEL COMICS

SPECIAL HEROES REBORN™ UPDATE INSIDE!

X-MEN™

PHASE 2™

APOCALYPSE

X-MEN SEP. '96 19

APPROVED BY THE COMICS CODE AUTHORITY

Kroce+

HIS NAME IS SINISTER

HIS MOTIVES ARE LESS CLEAR.

IN FACT, A LIFETIME DEVOTED TO THE PURSUIT OF HIS PASSION FOR **MUTATION GENETICS**, FOCUSED EVER MORE FINELY ON A SINGLE BLOODLINE...

...HAS FINALLY DELIVERED HIS DESTINY.

COME TO ME, BOY.

NATE GREY,
PSI-POWER PERSONIFIED.

NATE IS ALL TOO ACQUAINTED WITH SINISTER FROM HIS OWN WORLD -- HIS OWN REALITY -- A TIME AND PLACE LONG GONE NOW...

... BUT NOT FORGOTTEN.

NEVER, MURDERER. I WILL NEVER TAKE YOUR HAND IN MINE, NO MATTER THE THREAT.

SUCH BRAVADO.

FROM ONE SO VERY... ALONE.

YOU SHOULD'VE KILLED ME WHEN YOU HAD THE CHANCE, SINISTER, BEFORE I'D RECOVERED FROM YOUR PSIONIC AMBUSH.

A NECESSARY EVIL, I'M AFRAID.

YOUR OWN POWER BACKLASH OFFERED THE SIMPLEST SOLUTION TO THE PROBLEM OF X-FORCE, YOUR WOULD-BE PROTECTORS AND PEERS.

THERESA... DOMINO... THE OTHERS...

... WHERE ARE THEY --? WHAT'VE YOU DONE TO X-FORCE?!

STILL CATCHING UP ON THEIR REST BACK IN WESTCHESTER, I PRESUME.

ULTIMATELY, UNHARMED, I ASSURE YOU.

FOR THE MOST PART.

CONSIDERING THE ONSLAUGHT UPON US ALL, WE CAN ILL AFFORD TO WASTE ANY MUTANTS BEFORE THEIR TIME.

ONSLAUGHT..?

THE MAD CHARLES XAVIER..?! WHAT DOES THIS HAVE TO DO WITH THE MINDBENDER WHO --

EVERYTHING, BOY.

X-FORCE #57 - Jaye.

STAN LEE PRESENTS:

SHADES OF GREY

TERRY KAVANAGH WRITER
STEVE SKROCE PENCILER
BUD LaROSA INKER
RICHARD STARKINGS & COMICRAFT LETTERS
MIKE THOMAS COLORS
MALIBU ENHANCEMENT
JAYE GARDNER EDITOR
BOB HARRAS CHIEF

THE END OF EVERYTHING.

BY THE TIME I LEARNED OF YOUR EXISTENCE --

-- IMPOSSIBLE AS IT SEEMS, AT FIRST, KNOWING WHAT I KNOW OF THE BLOOD YOU EVER BEAR IN YOUR VEINS --

-- AND FINALLY RECOGNIZED THE CULMINATION OF ALL THAT I HAD EVER SOUGHT AND STRIVED FOR...

... I ALREADY KNEW THAT I WOULD NEED YOU, SUMMER-SEED.

AND I WOULD HAVE YOU.

AWARE THAT YOU WERE OF AN AGE WHICH TENDS TO PROVE MOST SUSCEPTIBLE TO CERTAIN OBVIOUS CHARMS...

... I WAS EQUALLY CONFIDENT THAT *THRENODY* WOULD PROVIDE THE MOST DIRECT ROUTE TO YOUR --

THRENODY..?

I KNEW YOU USED HER TO GET TO --

INDEED.

U-UKK

... AND MAPPED A PRIVATE *PSI-PATH* FOR ME.

THE POOR CHILD WAS QUITE FOOLISH TO HAVE SEPARATED HERSELF FROM YOU ONCE YOU REACHED NEW YORK.

EVIDENTLY SHE IS SMITTEN AS WELL.

WH-WHERE IS S-SHE..?

THE SHEER FORCE OF YOUR WILL, THE RAW POWER OF YOUR MIND AT LARGE, WAS BEYOND EVEN MY *CONSIDERABLE* ABILITY TO PENETRATE.

UNTIL YOU FINALLY VENTURED INTO THE GIRL'S HEAD YOURSELF -- THROUGH THE *NEURO-LOCKS* OF MY OWN DESIGN --

-- UNWITTINGLY OPENED A DIRECT CHANNEL BACK INTO YOUR OWN MUTANT BRAIN...

WHAT... HAVE YOU... DONE WITH HER..?

WHERE IS THRENODY?

SHE IS SAFE, NATE.

PERFECTLY SAFE...

"... IN NEW YORK CITY...

"... AWAITING MY RETURN."

SENTINELS EVERYWHERE, EVERYWHERE --

-- CUTTING OFF ALL THE BRIDGES AND TUNNELS, SURROUNDING THE ISLAND --

NOOOO

RUN FOR YOUR LIVES!

"THE ONSLAUGHT AVATAR GROWS WITH ITS POWER AND PRIDE, YOU REALIZE -- WITH EACH AND EVERY *PSI-LORD* IT GATHERS INSIDE ITS VOID --

"-- THE SHADOW OF THE *BEAST* DEEPENS AND DARKENS MOMENT BY MOMENT... "

"... ECLIPSING THE LAST OF THE LIGHT."

THRENODY IS NO STRANGER TO THIS LABYRINTH OF SEWERS.

IT SEEMS LIKE IT WAS MERELY YESTERDAY TO HER, WHEN HER OWN MUTANT "GIFT" INITIALLY SURFACED --

-- WITH THE FIRST TASTE OF ANOTHER'S DEATH STILL LINGERING ON HER LIPS, THREATENING TO ERUPT FROM EVERY PORE --

-- THIS WAS A SECRET **SANCTUARY** AND **SHELTER** TO THE SCARED AND LONELY CHILD.

BUT NOTHING LASTS FOREVER.

ONCE MORE FOR OLD TIMES' SAKE, THREN -- LET'S ALL TRY IT TOGETHER THIS GO-'ROUND --

-- "NO ONE ESCAPES SINISTER."

NOT HOW IT WORKS, NEVER *HAS* BEEN.

DOES THE NAME *"MALICE"* RING ANY BELLS..?

MAYBE SHE *WASN'T* ABLE TO ESCAPE HIM, *SCALP-HUNTER* --

-- BUT THE *CAJUN'S* STILL OUT THERE, ISN'T HE?

AND NATE WILL BE *COMIN'* FOR ME SOON ENOUGH, YOU'LL SEE! SOON AS HE FIGURES OUT --

TOO LITTLE, TOO LATE.

ACCORDING TO DOC SIN HIMSELF, *LITTLE DEATHSONG*...

... WE JUST MIGHT BE LIVING AT THE END OF THE WORLD AS WE KNOW IT.

SCALPHUNTER AND ARCLIGHT ARE MARAUDERS BOTH -- ONLY TWO OF SINISTER'S SEEMINGLY LIMITLESS MUTANT STRIKE-FORCE --

-- CLONED AND RECLONED SO MANY TIMES OVER THAT THE DISTINCTION BETWEEN DUPLICATE AND ORIGINAL IS LOST EVEN TO THEM NOW.

AND STILL...

... THEY'RE ONLY HUMAN.

ONSLAUGHT, ON THE OTHER HAND...

...DEFIES ALL SUCH DESCRIPTION OR DEFINITION.

BOTH MUTANT AND MORTAL ONCE, THE CREATURE IN THIS SHELL IS NO LONGER EITHER.

IT IS THE DREAM OF ONE MAN, TAINTED BY THE SCHEMES OF ANOTHER.

THE FRUSTRATIONS AND FAILURES OF **PROFESSOR CHARLES XAVIER**, THE DEFEATS AND DISAPPOINTMENTS OF **ERIC MAGNUS LEHNSHERR**...

...THE DOOM AND DESPAIR OF MAN'S INHUMANITY TO MUTANT-KIND.

IT WILL REMAKE THE WORLD IN ITS IMAGE.

AS ANY GOD WOULD.

BUT TO BUILD, ONE MUST BURN.

AND DEEP IN THE HEART OF THE BEAST THAT IS ONSLAUGHT NOW...

...FLICKERS THE FLAME THAT FEEDS THE HELLFIRE.

HARBORING THE LATENT ABILITY TO MANIPULATE REALITY TO HIS WILL --

-- TO RESHAPE THE VERY LIMITS AND LAWS OF TIME AND SPACE --

-- YOUNG **FRANKLIN RICHARDS**, SON OF REED AND SUE RICHARDS OF THE **FANTASTIC FOUR** -- IS A LARGELY-UNTAPPED MUTANT OF THE HIGHEST POSSIBLE POTENTIAL...

...AND YET ANOTHER VICTIM OF THE **PSI-LORD**.

A PAWN, IN TRUTH.

COMPELLED TO SEND OUT A **TELEPATHIC SIREN CALL** TO NATE GREY -- THE NEXT VICTIM OF ONSLAUGHT'S TWISTED MACHINATIONS.

AS FRANKLIN'S CALL IS FORCED TO ROAR ABOVE THE BLARE OF THE SWEEPING BLAZE...

-- HE IS SECRETLY LEARNING HOW TO WHISPER.

MOMMY...

Huh?

WHAT DID YOU JUST..?

TSK, TSK, *GREYSPAWN.*

YOU MUSTN'T LET YOUR MIND WANDER LIKE THAT WHILE YOUR HOST IS SPEAKING.

SO RUDE.

DANGEROUSLY RUDE.

AS I WAS SAYING THEN...

... WE'VE BOTH SEEN THE *REALITY* OF THE DARK SIDE.

APOCALYPSE--?

NOBODY KNOWS MORE THAN MYSELF ABOUT THE MUTANT DESPOT YOU WERE *BORN* AND *BRED* TO BATTLE, BOY.

AND I'M ONLY TOO WELL AWARE OF THE RAPE AND RUIN *"HE"* VISITED UPON *YOUR* EARTH, THE SO-CALLED PARALLEL WORLD OF YOUR ORIGIN... ⊗

THROUGH MEMORIES RECOVERED FROM BISHOP IN X-MEN #52
-- Jaye.

... BUT DID YOU NOT THINK THERE COULD BE EVEN *WORSE* THAN THE APOCALYPSE?! OR COULD YOU NOT BELIEVE IT?!

I *KNOW* THERE IS, SINISTER.

YOU.

IMPOSSIBLE.

YOUR *"FAMILIAR"* KILLED EVERYONE AND EVERYTHING I HELD DEAR LONG BEFORE MY WORLD FINALLY FELL TO THE *AGELESS ONE*, DEVIL.

I'VE SINCE BEEN HUNTED ON *TWO* WORLDS -- EVEN HOUNDED FROM ONE TO THE OTHER -- FOR *POWER* THAT IS RIGHTFULLY *MINE.*

MINE ALONE.

TELEMORPHIC MANIFESTATIONS OF PURE PSI-PLASM, WITHOUT BENEFIT OF ANY DISCERNIBLE PHYSICAL TEMPLATE...

... MEMORIES OUT OF THIN AIR.

THEORETICALLY IMPOSSIBLE.

NOW I'M JUST LOOKING FOR A LIFE, TRYING TO FIND SOME VERSION OF NORMALCY -- ALL I *EVER* WANTED REALLY.

AND YOU WOULD TAKE THAT AWAY.

AGAIN.

TO USE ME AS A *WEAPON OF WAR.*

YOU ARE A WEAPON, NATE, MAKE NO MISTAKE ABOUT THAT...

... THE MOST WONDROUS, ENCHANTED, LIMITLESS WEAPON THIS WORLD HAS YET TO SEE WIELDED.

AND THIS IS A WAR TO END ALL WARS.

BUT I WILL NOT HAVE YOU FALL ON ANOTHER'S BATTLEFIELD.

I WILL SEE YOU *STEELED* FOR THE FINAL CONFLICT TO COME -- FIRST TEMPERED AND TUTORED BY THE FINEST OF ALL --

SOME SORT OF HUM..?

A WHISTLE, I THINK...

WHAT ARE YOU TALKING ABOUT, GREY?

I HEAR NO SUCH...

GREY --?!

ALMOST A CRY...

A CRY..?

STOP LISTENING, BOY, IMMEDIATELY --

--IMMEDIATELY--

--SHUT IT OUT NOW!

BACK IN NEW YORK...

IF THE *'RAUDERS* ARE RIGHT ABOUT WHAT'S GOING DOWN OUT THERE --

-- NATEY MAY NEED ME EVEN MORE THAN I NEED HIM BY NOW,

I SHOULD HAVE NEVER LEFT HIS SIDE.

LOOK WHERE IT GOT ME.

'HUNTER 'N ARCLIGHT'LL BE BACK ANY MOMENT.

AND IF I CAN'T DRAW ENOUGH *DEATHCHARGE* TO DEFEND MYSELF...

DEATHCHARGE

SKREE

BOY, DO I KNOW THAT LOOK.

FEAR --

-- DISGUST, LOATHING --

-- A TOUCH OF HUNGER...

... AND *DESPERATION.*

SKREE

SNAP

SORRY, WHISKERS,

WHAT LITTLE YOU GOT T'GIVE -- THE *BIO-ENERGY* THAT WOULD OTHERWISE DISSIPATE WITH YOUR DYING BREATH --

-- MIGHT BE *JUST* ENOUGH FOR ME.

SKREE

A WEAPON INDEED, SINISTER...

...BUT A *HUMAN* WEAPON.

WITH *MY OWN* CALLING TO FOLLOW...

A *MUTANT* WEAPON, GREY.

YOU CANNOT DENY YOUR PLACE AMONG *HOMO SUPERIOR*, APART FROM *HOMO SAPIENS*.

YOUR DISTINCTION, SINISTER, *YOUR* LABELS...

...NOT MINE.

A DISTINCTION THAT MORE AND MORE ESCAPES ME IN FACT.

AS IT SHOULD *NOT*, STRIPLING.

AS *YOU* MOST CERTAINLY SHALL NOT.

AARGH!

THAT HURT!

FOR THE *LAST* TIME...

IT DID NOT HAVE TO BE THIS WAY, GREY.

BUT I COULD NOT -- *WILL NOT* -- ALLOW YOU TO GO TO HIM.

THIS IS ALL ABOUT CONTROL, *"X-MAN."*

WHO CONTROLS WHAT... AND WHO.

SHK

AND YOU MUST CONTROL YOURSELF, BOY, BEFORE YOU CAN EVER BEGIN TO CONTROL YOUR POWERS.

SHK

SHK

SHK

BEFORE THEY KILL YOU.

OR WORSE, KILL US ALL.

SHK

I *OFFER* THAT CONTROL!

FOR ALL THE IMMEASURABLE MIGHT OF YOUR MIND...

... YOU CANNOT DENY MY ABILITY TO SWITCH IT *OFF* WITH A MERE THOUGHT, FROM THE VERY OUTSET OF OUR --

AN OPENING... GAMBIT, SINISTER...

... NOTHING MORE.

IF YOU *TRULY* HAD THE *PSI SKILL* TO CUT MY POWERS OFF AGAIN... TO LIMIT THEM IN ANY WAY AT ALL, FOR THAT MATTER... YOU WOULD HAVE USED IT BY NOW...

... THIS SHOW OF FORCE WOULD HARDLY BE NECESSARY.

MY BET IS THAT IT WAS A *ONE-TIME* TRICK ONLY.

MY BRAIN'S ALREADY RE-ROUTED SYNAPTIC LINKS, NEURAL RELAYS, WHATEVER IT TAKES TO SHUT YOU OUT AGAIN --

-- SOME KIND OF AUTOMATIC PSIONIC DEFENSE MECHANISM, I GUESS --

-- AND *YOU* KNOW IT.

BECAUSE YOU NEVER STOPPED TRYING TO *PIERCE THROUGH* THOSE DEFENSES.

SKRAAK

RUMBLE

CAN'T STOP NOW.

ALWAYS KNEW MY WAY AROUND THIS MAZE -- ESPECIALLY THESE PARTICULAR TUNNELS -- A LOT BETTER THAN THE OTHER 'RAUDERS...

... BUT I'VE SEEN 'HUNTER TRACK A SNOWFLAKE THROUGH A BLIZZARD.

THINK I'D RATHER TAKE MY CHANCES TOPSIDE WITH THE *END* OF THE --

BACK TO WHAT YOU KNOW *BEST* AGAIN, THRENODY..?

'CEPT, THERE'S NOWHERE LEFT TO RUN ANYMORE.

WE'VE HAD OUR LITTLE FUN, AT LEAST, KID.

SEEMS LOVE AIN'T BEEN SO KIND T'YOU, THOUGH.

NATE GREY *CARES* ABOUT ME, ARC...

ABOUT *ME.*

AND HE *WILL* COME FOR ME...

... HE'LL DESTROY YOU ALL, LIKE HE DID BEFORE!

GET REAL ALREADY, GIRL. IF YOUR BIG, BAD BOYFRIEND CARED A HOOT 'BOUT HIS LITTLE TRAMP --

-AHEM-

AS DEPICTED IN X-MAN #13 -- Jaye.

WHO THE..?

Y-YOU --!

TOOK EVERYTHING YOU'VE GOT, SINISTER, AND *THEN* SOME.

YOU WEAVE A WEB THAT LEAVES LITTLE ROOM TO MANUEVER, NO DOUBT ABOUT IT.

BUT YOU GAVE YOUR BEST SHOT...

... AND YOU'RE *RIGHT*.

IT'S ALL ABOUT CONTROL.

CONTROL OF *ME.*

BUT *YOU* CAN'T HELP ME ACHIEVE THAT CONTROL. THAT MUCH IS OBVIOUS.

NO ONE CAN.

NO ONE BUT NATE GREY CAN OFFER ANYTHING BUT AN *ILLUSION* OF CONTROL OVER NATE GREY.

AND I CAN START BY PICKING AND CHOOSING MY OWN BATTLES...

DON'T TURN YOUR BACK ON ME, WHELP.

DON'T *DARE* TURN YOUR BACK.

IF YOU ENTERTAIN EVEN THE SLIGHTEST HOPE OF SURVIVING THE DAWN...

YOUR WAY WITH WORDS IS UNDENIABLE, SINISTER, A POWER UNTO ITSELF.

BUT A DIFFERENT VOICE SPEAKS TO ME NOW... A *CHILD*...

... FROM A PLACE I'VE COME TO KNOW SO WELL.

TOO WELL.

HELP M-ME...

P-PLEASE, MISTER...

... HELP ME...

A *DIFFERENT VOICE..?!*

LISTEN TO ME, GREY, TO ME ONLY --

-- LOOK TO ME -- IT'S A...

... TRAP!

... YES!

IT WAS.

AND ALL OF REALITY RIPPLES IN ITS WAKE...

DON'T MISS X-MEN #56 TO FIND OUT WHAT BECOMES OF NATE GREY!

MARVEL® COMICS

SEPT '96 445

THE INCREDIBLE HULK®

APPROVED BY THE COMICS CODE AUTHORITY

ONSLAUGHT IMPACT 2

TM

DEODATO STUDIO

CARLOS MOTA

JOE PIMENTEL

DANCING IN THE DARK

CAUGHT IN THE HEART OF A GAMMA-BOMB EXPLOSION, DR. BRUCE BANNER NOW FINDS HIMSELF TRANSFORMED INTO A POWERFUL, DARK, AND DISTORTED REFLECTION OF HIMSELF.

STAN LEE PRESENTS:

THE INCREDIBLE HULK

NEW YORK CITY...

BOO.

FOR ONSLAUGHT EVENTS LEADING UP TO THIS, SEE UNCANNY X-MEN #336!

PETER DAVID writer ANGEL MEDINA penciler ROBIN RIGGS inker
RICHARD STARKINGS & COMICRAFT letters GLYNIS OLIVER colors MALIBU enhancement

BOBBIE CHASE editor
BOB HARRAS editor in chief

AAAHH!
DON'T KILL ME! DON'T KILL ME!
SHUT UP.
YOU'RE HERE... WHY?
I'M... I'M A MOTORMAN... MY SUBWAY'S STUCK... NO POWER...
I'M SCOUTING AHEAD... TO LEAD PEOPLE TO SAFETY...
WHERE'S THE TRAIN?
LADY, WILL YOU SHUT THAT BRAT UP!
HE'S SCARED, AWRIGHT?! HE'S HUNGRY AND TIRED AND IT STINKS IN HERE!
MOMMMY... I GOTTA GO SO BAAAAD!
WHOA!
UNHH!
WE'RE MOVIN'!
MOMMY! IS THIS LIKE THE KING KONG RIDE AT UNIVERSAL? ARE WE GONNA SEE A MONSTER?
NO MONSTERS, HONEY. THAT WAS PRETEND.

IDIOTS. SHOULD LEAVE THEM TO *ROT.*

BUT HE'D *LIKE* THAT. ONSLAUGHT WOULD *LOVE* TO SEE SUFFERING AND PAIN.

THAT'S A SOLID ENOUGH REASON TO *HELP.*

FIRST HE TOOK OVER MY *MIND.* *THEN* HE TOOK OVER THIS *CITY.*

BY HELPING THESE PEOPLE, I TAKE *BACK* A SMALL PIECE.

AND THAT'S HOW WE'RE GOING TO *GET* HIM.

ONE SMALL PIECE AT A *TIME.*

MOMMY! I *KNEW* IT! THERE *WAS* A MONSTER, MOMMY!

I *TOLD* YOU IT WAS *PRETEND.* LET'S GO!

LOS ANGELES INTERNATIONAL AIRPORT...

LOOK, I NEED TO GET A TICKET FROM L.A. TO NEW YORK... *FAST!*

SIR, MAYBE YOU HAVEN'T SEEN THE NEWS... BUT THERE'RE NO FLIGHTS *INTO* OR OUT *OF* NEW YORK. THERE'S A *PROBLEM* --

I *KNOW* THERE'S A PROBLEM! THAT'S WHY I'M TRYING TO *GET* THERE!

HEY... AIN'T YOU *RICK JONES?*

NO.

LOOK, I'VE BEEN TO TWO OTHER AIRLINES. SOMEBODY *MUST* BE RUNNING FLIGHTS...

A *CHARTER!* WHO DO I TALK TO ABOUT *CHARTERING* A PLANE?

I DOUBT ANYONE WOULD *TAKE* YOU! IN ANY EVENT, THE AIRPORTS ARE CLOSED. YOU COULDN'T LAND.

I COULD *SKYDIVE.*

YOU *ARE* RICK JONES! CAN I GET YOUR *AUTOGRAPH?!*

I BEEN IN L.A. TWO WEEKS! I GOT AUTOGRAPHS FROM THOSE "*SPACE CASES*" GUYS... *WALTER JONES* AND *RAHI AZIZI*...

BUT YOU'RE THE FIRST TALK SHOW HOST I MET.

SIR, TO BE BLUNT... IT'S *SUICIDE* HEADING OUT THERE.

IT'S NOT *THAT!* PEOPLE WHO *MEAN* SOMETHING TO ME ARE IN *DANGER!*

THERE YOU ARE! WHAT ARE YOU *DOING* HERE?!

Uh Oh. I THINK YOU'RE *BUSTED*, MAN.

YOU'RE TRYING TO GET TO *NEW YORK*, AREN'T YOU?! ARE YOU *NUTS*?!

WOULD YOU FOLKS MIND DISCUSSING THIS SOMEWHERE *ELSE*? *ANYWHERE* ELSE?

I CAN'T BELIEVE YOU'D *DO* THIS TO ME!

A LITTLE *LOUDER*, MAR'. THEY DIDN'T QUITE HEAR YOU IN *ENCINO*.

NEVER BEEN SO *EMBARRASSED*...

WELL, YOU WENT RUNNING *OFF*! *ALLOW* ME TO BE *BUGGED*!

Huh?

DANG! I WAS *SURE* THAT WAS RICK JONES!

BEST REGARDS, YOUR PAL, BILL MUMY

IT'S *NOT* ONE OF THE GREAT MOMENTS IN HERO HISTORY.

THEY'VE GONE TO GROUND. FALLEN BACK.

MURMURING, *MUTTERING* TO EACH OTHER.

FACED WITH HARD TRUTHS ABOUT THEIR LIMITATIONS. FORCED TO RETREAT TO AN UNDER-CONSTRUCTION SUBWAY STATION INSTEAD OF THEIR USUAL FANCY DIGS.

DOESN'T BOTHER *ME*.

I'VE HIDDEN IN CAVES... FORESTS... SEWERS. I'M NOT AS *PICKY* AS THEY ARE.

AND AS FOR *LIMITATIONS*...

DEVIL TAKE THEM.

AS I PASS BY, CONVERSATION *DIES*.

THEY STILL SEE ME AS AN *ENEMY*... NOT A *TRUE* ALLY.

STOP *LOOKIN'* AT ME LIKE THAT...

...UNLESS YOU'D PREFER I JOINED THE *OTHER* SIDE.

HULK... DON'T *SWEAT* IT.

WE'RE STRONGER *WITH* YOU THAN *WITHOUT.*

THAT *RIGHT,* FALCON?

YEAH, THAT'S RIGHT. *THEY* KNOW IT... AND SO DO *YOU.*

WHY YOU COZYING *UP* TO HIM, FALC'?

BECAUSE... I *OWE* HIM.

OKAY... WE'VE LICKED OUR WOUNDS LONG ENOUGH. LET'S TAKE THE FIGHT *TO* HIM.

UNWISE. FOR THE MOMENT, WE HAVE TO TEND TO THE INJURED... PLAN STRATEGY...

ALL OF WHICH HE'LL BE *EXPECTING* US TO DO. BUT BATTLE'S NINETY PERCENT STATE-OF-MIND. LONGER WE *HIDE,* MORE *CONFIDENT* HE BECOMES. BUT IF WE *STRIKE* --

BEFORE WE'RE *READY?*

BEFORE *HE'S* READY.

DOCTOR...

"...AT THIS VERY MOMENT, ONSLAUGHT'S CASTLE CONSUMES SEVERAL SQUARE *MILES* OF CENTRAL PARK.

"FROM WHAT I'VE GATHERED, IT IS *CONTINUING* TO GROW. WE *HURLED* OURSELVES INTO BATTLE AGAINST HIM...

"...AND YOU SEE THE RESULTS.

"I WOULD HAVE TO *GUESS* THAT IF THERE'S *ONE* THING THAT ONSLAUGHT *ALREADY* IS...

"...IT'S *READY*".

I DON'T *GET* IT. OWE HIM FOR *WHAT?*

LOOK, YOU PROBABLY DIDN'T *HEAR.* THE FAMILY KEPT IT UNDER *WRAPS* 'CAUSE WE DIDN'T WANT A MEDIA CIRCUS...

...BUT MY NEPHEW, *JIM,* DIED OF *AIDS* LAST YEAR.

MY GOD... SAM... I'M *SORRY...*

POINT IS, THE *HULK* WAS *THERE* FOR HIM.

TOOK HIM TO A *HOSPITAL* AT ONE POINT... AND THEN, WHEN JIM WAS IN THE FINAL STAGES, BROUGHT HIM TO SOME SAFE HAVEN. JIM CALLED ME FROM THERE... LAST PHONE CALL... SAID HE WAS *COMFORTABLE.*

AND AFTER JIM DIED, *SOMEONE* ANONYMOUSLY PAID ALL FUNERAL EXPENSES.

I KNOW PEOPLE HERE *THINK* OF HIM AS SOME SOULLESS BEAST, BUT HAWK... THERE'S *MORE* HERE.

DO WHAT YOU FEEL YOU *NEED* TO, DOCTOR, IF YOU *MUST.*

I'M TAKING A SHOT AT ONSLAUGHT. I'LL BE GOING THROUGH THE TUNNELS UNDER CENTRAL PARK.

ANYONE CARE TO *COME?*

I'M THERE.

ME TOO.

VISION! YOU'RE *HARDLY* IN SHAPE TO --

I DO NOT KNOW HOW MUCH LONGER I WILL BE ABLE TO FUNCTION.

I PREFER TO BE OF ASSISTANCE WHILE I'M STILL ABLE.

I ALWAYS DO.

AT ANY **MOMENT,** CRYSTAL, ONSLAUGHT COULD UNLEASH ANOTHER, EVEN MORE **DEVASTATING** ELECTRO-MAGNETIC PULSE.

CAP... WHAT DO YOU THINK?

I FEEL IT'S TOO SOON, AND THIS IS UNWISE. OF COURSE, I COULD BE WRONG.

NICE YOU ADMITTED THAT.

LET'S GO, PEOPLE.

CRYS! WHERE ARE YOU GOING?!

I GUESS I PICKED UP SOME OF PIETRO'S IMPULSIVENESS, WANDA.

FUNNY HOW YOU NEVER DID.

I PERCEIVE ONLY ONE DRAWBACK TO YOUR PLAN.

THERE ARE NO TUNNELS UNDER CENTRAL PARK.

THE DAY'S YOUNG.

SOMEWHERE, IN A PANTHEON SAFE HOUSE...

WHERE...

WHERE AM I?! WHAT'S HAPPENING?!

CAREFUL. YOU'LL YANK OUT THE I.V. TUBE.

YOU WERE BURNING UP WITH 104° FEVER WHEN WE FOUND YOU. DEHYDRATED, WITH A *KILLER* INFECTION.

A LOT OF WHAT HAPPENED... IS *FUZZY*. WHO ARE YOU? AND WHO WAS THAT WALKING *LAND MASS* THAT FOUND ME?

THE *LAND MASS* WAS *AJAX*. I'M *ATALANTA*. AND THAT PLACE WHERE WE FOUND YOU BELONGS TO *US*.

WE HADN'T *USED* IT FOR A *WHILE*. WE'VE HAD SOME...

...*SETBACKS*... IN THIS PART OF THE WORLD.

BUT WITH THIS STUFF GOING DOWN IN *NEW YORK*, WE THOUGHT IT BEST IF WE STARTED GATHERING A U.S. PRESENCE AGAIN --

WHO'S *"WE"*?

YOU DON'T NEED TO *KNOW* THAT RIGHT NOW. SO, WHO ARE *YOU?*

MY NAME'S JANIS. A... *FRIEND*... BROUGHT ME TO THAT PLACE. "*SAFE HOUSE*," HE CALLED IT.

AND THAT "*FRIEND'S*" NAME WOULD BE..?

YOU DON'T NEED TO KNOW THAT RIGHT NOW.

FAIR ENOUGH.

GET SOME REST. WE'LL TALK *LATER.*

YOU THINK DOCTOR BOBBY BROUGHT HER HERE?

IF YOU MEAN THE *HULK* --

I CERTAINLY *DO.*

NO DOUBT IN MY *MIND*, PARIS. *NONE* AT ALL.

IT WOULD APPEAR THE HULK'S BEARINGS ARE CORRECT.

HIS SENSE OF DIRECTION BORDERS ON THE SUPERNATURAL.

YO! MUSCLES! WATCH THE FLYING DEBRIS, WOULD'JA?

CRYSTAL, WHAT ARE YOU DOING?

THE WALLS OF EARTH AROUND US ARE FAIRLY WEAK. THE "EARTH" PART OF MY ELEMENTAL POWERS DOES MORE THAN JUST CAUSE QUAKES.

I CAN ALSO PREVENT CAVE-INS.

DARNED GOOD PLAN.

HULK... AT PRESENT HEADING, YOU SHOULD BE UNDER THE --

ARRH!

ONSLAUGHT'S ON TO US!

I PUSH HIM OUT OF MY HEAD... PUSH MY WAY UPWARD.

SUNVILLE, FLORIDA. HOME OF BETTY BANNER...

REPORTS ARE SCATTERED AND CONFUSED, ALTHOUGH THE HEROES APPEAR TO HAVE FALLEN BACK TO PLAN FURTHER STRATEGY.

THE HULK, BELIEVED TO BE **CONNECTED** BOTH TO NICK FURY AND TO THE MYSTERIOUS "MAESTRO" ALLEGEDLY KILLED SEVERAL MONTHS BACK, HAS **SURFACED** TO ALLY HIMSELF --

THANK YOU... I KNEW HE WAS ALIVE... I JUST *KNEW* IT...

I WAS *RIGHT*. I *KNEW* IT. I CAN *FEEL* IT.

HIS MENTAL ASSAULT IS *WEAKER* THAN BEFORE. HIS DISPOSING OF US EARLIER WASN'T SOME CASUAL DISPLAY OF HIS POWER. IT TOOK A LOT *OUT* OF HIM.

AND EVEN AS HE *BATTERS* ME NOW, HE'S STILL NOT UP TO SNUFF. WHICH MEANS WE CAN...

TAKE HIM!

HE'S TOOK!

UNHHH!

A DISPARATE GROUP SUCH AS *YOU...* DEFEAT *ME?*

IN YOUR *DREAMS*, I FEAR!

DREAMS, I THINK NOT. BUT I PERCEIVE YOUR FEAR IS GENUINE.

YOU PERCEIVE *WRONGLY.*

I SPARED YOU ALL *GRIEVOUS* HARM BEFORE...

...BUT YOUR ACTIONS NOW HAVE TAUGHT ME THE FOLLY OF *MERCY.*

THUS DOES THE *TEACHER* BECOME THE *PUPIL.*

I AM MOST *APPRECIATIVE* OF THE LESSON... AND IT IS ONE I SHALL *NOT* FORGET.

AND HERE'S *ANOTHER* UNFORGETTABLE LESSON.

THE LESSON THAT YOU CAN'T *OUTTHINK* THE HULK...

...OR *OUTFIGHT* THE HULK...

...OR *BEAT* THE HULK!

NO ONE CAN!

I *DID* IT.

I *DID* IT!

THEY *SNEERED* AT ME OR TURNED *AWAY* FOM ME... LEFT ME ON MY *OWN!*

BUT I DID WHAT *THEY* COULDN'T, AND I'LL MAKE THEM *CHOKE* ON THAT!

THE OTHERS ARE CRIPPLED OR DEAD... BUT IT DOESN'T MATTER... AT LEAST...

AT LEAST YOU "*GOT*" ME. RIGHT, HULK?

THAT'S RI--

Eh?

HOW *COMFORTING* TO KNOW JUST HOW IMPORTANT YOUR "*ALLIES*" ARE TO YOU. I'M SURE THEY FIND IT A REVELATION AS WELL.

ONSLAUGHT... IN MY HEAD... HE'S...

EVERYWHERE, YES. THAT WAS JUST *ONE* SCENARIO, HULK. THERE'S MANY *MORE* I CAN AND *WILL* PROVIDE. AND EVERY TIME YOU THINK YOU'VE TRIUMPHED...

... YOU'LL FIND YOURSELF *BACK* WHERE YOU STARTED. AND EVERY TIME YOU *DIE*, YOU'LL WONDER IF THIS IS THE *TRUE* DEATH...

... OR IF *NEW* AGONIES AWAIT YOU.

COME TO ME, THEN, HULK... FOR ALL THE *GOOD* IT WILL DO YOU.

RICK, YOU *PROMISED* YOU'D PUT HEROICS BEHIND YOU...

I KNOW, BUT THIS IS *DIFFERENT*, MAR'. THIS ISN'T SOME TWO-BIT VILLAIN KNOCKING OVER A BANK.

THIS IS MAJOR! I SHOULD BE THERE SO I CAN --

GET KILLED?

HASN'T HAPPENED YET.

IT ONLY TAKES *ONCE.*

SOMETIMES *MORE.*

Huh?

NEVER MIND.

THE POINT IS, I HAVE RESPONSIBILITIES TO PEOPLE I KNEW BEFORE YOU AND I MET! *YOU* MATTER TO ME... BUT SO DO *THEY!*

RICK, IF YOU WENT... YOU'D BE ONE OF *DOZENS.* TO ME, YOU'RE ONE IN A *MILLION.*

RICK, I WANT TO HAVE A FAMILY AND FUTURE WITH YOU. DOESN'T ANY OF THAT MATTER?

SO... YOU'LL STAY WITH ME?

SURE.

'SPECIALLY SINCE I COULDN'T GET A FREAKIN' PLANE OUT THERE.

SO IF WE CAN MAKE HIM FIGHT THIS WAR ON MULTIPLE FRONTS, WE...

DOCTOR! THAT WAS *FASTER* THAN I'D HAVE THOUGHT. *WELL?*

I HAVEN'T *DISMISSED* THE NOTION OF MY TAKING ON ONSLAUGHT DIRECTLY...

...BUT I'VE CONCLUDED THIS ISN'T THE *RIGHT* MOMENT.

DOCTOR, IT'S DECISIONS SUCH AS *THIS* THAT WILL HELP YOU EARN THE CONFIDENCE OF OTHERS.

Oh, I'M SURE THEY'D TRUST ME WITH THEIR LIVES.

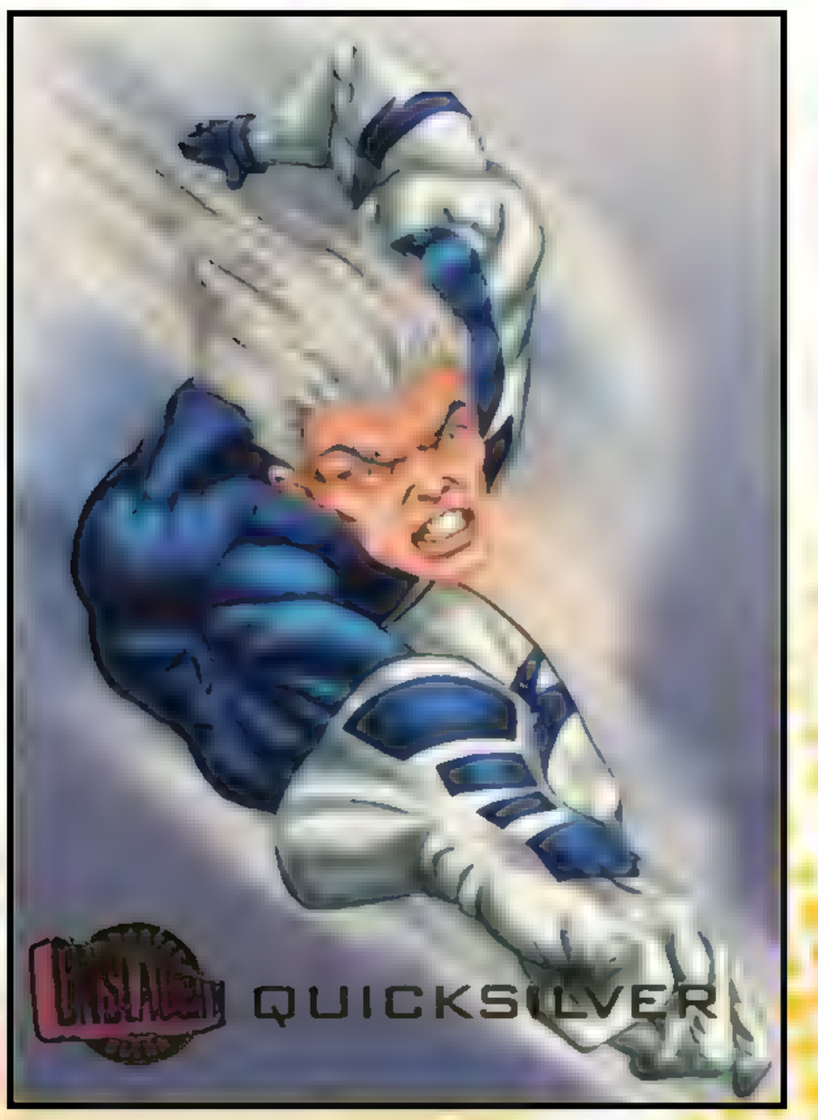
WHAT'S NEXT? IN TWO WEEKS: THE ULTIMATE ONSLAUGHT CHECK OUT...

MARVEL ONSLAUGHT UNIVERSE

AND BE HERE IN THIRTY FOR:

AFTERMATH!

Marvel Ultra Onslaught 1996 **trading-card art by Jeff Matsuda, David Chlystek, Greg Luzniak, Andy Kubert, Jung Choi, Regie Milburn, Kevin Phillips & Chris Chuckry**



MARVEL® COMICS

IRON MAN

SEPT '96 332

THE INVINCIBLE IRON MAN

SPECIAL HEROES REBORN™ UPDATE INSIDE!

APPROVED BY THE COMICS CODE AUTHORITY

PREVIEW

IMPACT 2™

DON'T MISS THIS END OF AN ERA EPIC!

SENTINELS ASCENDANT!

ONCE UPON A TIME...

...A MAN NAMED CHARLES XAVIER--AN IMMEASURABLY POWERFUL MUTANT MIND, ACTUALLY, IN THE ALL-TOO FRAIL BODY OF A MAN--

--ENVISIONED A WORLD WHERE BOTH WALKED SIDE BY SIDE, HAND IN HAND, INTO THE BRIGHTEST OF FUTURES.

A DREAM OF PEACE, WORTH FIGHTING FOR.

RECENTLY, HOWEVER, DECISIONS MADE IN MOMENTS OF INEVITABLE EXHAUSTION AND WEAKNESS--HIS MOST HUMAN MOMENTS, SOME MIGHT SAY--HAVE TAKEN THEIR TOLL...

...AND PROFESSOR XAVIER IS NOW WELL AND TRULY LOST IN THE SHADOW OF

ONSLAUGHT.

NOTHING'S REALLY CHANGED, IN FACT, EXCEPT HIS POINT OF VIEW.

NEW YORK, NEW YORK, FOR INSTANCE...

WORSE.

...JUST LIKE HE PICTURED IT.

WAY WORSE.

Stan Lee PRESENTS...

NIGHT NEVERENDING

TERRY KAVANAGH WRITER

JOE BENNETT PENCILER

TIM OZON & MARK McKENNA INKERS

PHIL FELIX LETTERER

JOHN KALISZ COLORIST

MARK GRUENWALD EDITOR

BOB HARRAS ED. IN CHIEF

THE BOY NAMED TONY STARK, ON THE OTHER HAND, IS TOTALLY NEW TO ALL THIS.

NEW TO THIS TIME, IF NOT THIS PLACE. NEW TO THIS LIFE OF CRISIS AND CRUSADES, CERTAINLY, THIS WORLD OF VILLAINS AND HEROES...

WORSE THAN IT WAS TEN MINUTES AGO.

...BRAND-SPANKING NEW TO THE TRUSTED TRADITION AND FELLOWSHIP OF THE MIGHTY **AVENGERS.**

CONSULATE'S COMPLETELY CUT OFF ALREADY STREET-SIDE, **QUICKSILVER.** XAVIER'S TOY ROBOTS ARE POSTED TWO TO A BLOCK, FAR AS I CAN--

THEY ARE **NOT** XAVIER'S, STARK.

HE IS NOT XAVIER ANY LONGER.

REMEMBER THAT.

TONY CATCHES UP QUICK ENOUGH, **PIETRO**--DON'T DOUBT THAT FOR A SECOND--

--AND I'M A LOT MORE INTERESTED IN THE RESULTS OF HIS **RECON** JUST NOW.

WITHOUT ANY INNATE POWERS OF HIS OWN--AND NONE OF HIS REAL HIGH-TECH EXPOSED ABOVE GROUND--WE HAD GOOD REASON TO SUSPECT...

... TO HOPE, REALLY, THAT THE *SENTINELS'* PROGRAMMING WOULD FAIL TO RECOGNIZE THE POTENTIAL THREAT.

NO VISIBLE RESPONSE, DR. PYM, THAT MUCH I'M SURE OF...

...BUT I CAN'T EVEN BEGIN TO GUESS WHAT THEIR INTERNAL SYSTEMS REGISTER WITHOUT GOING BACK UP FOR A FULL SENSOR-SCAN.

CURB THE CURIOSITY, TONY, UNDER THE CIRCUMSTANCES, I'M AFRAID...

...YOU CAN'T AFFORD THE *JUICE*.

WITH THE POWER BLACKED-OUT CITYWIDE NOW, THE OTHERS ARE RELYING ON US TO PROVIDE THE *PSI-SHIELDS* NEEDED FOR AN ASSAULT ON ONSLAUGHT'S CITADEL...

...BEFORE ONE MAD MUTANT'S RESPONSE TO MAN'S INHUMANITY--

--PROVES THE *DEATH* OF US ALL.

WHO THE--?

MY APOLOGIES, *QUICK-SILVER*...

...BUT THIS IS THE *JUDGMENT DAY* WE HAD ALWAYS EXPECTED FROM YOUR FATHER INSTEAD.

A DANGEROUS APPROACH.

YOU COULD HAVE BEEN HURT, PANTHER.

THE BLACK PANTHER, SPECIFICALLY.

WARRIOR-PRINCE OF THE NATION-STATE OF **WAKANDA**, HIDDEN IN THE DEEPEST HEART OF DARKEST AFRICA...

...HOME TO THE UNIQUE ELEMENT KNOWN AS *VIBRANIUM*, AND HOST TO THE MOST ADVANCED TECHNO-ECONOMY OF THE MODERN AGE.

IF I *OFFENDED* YOU, OLD FRIEND, IN ANY WAY AT ALL...

IN TRUTH, AVENGER, I WOULD BE THE VERY LAST TO DEFEND *MAGNETO'S* HISTORY.

BUT THESE ARE TRULY THE *WORST* OF TIMES.

AND THEY HAVE COME TO SEEM SO FINAL, SO QUICKLY...

WE'RE DOWN, PIETRO, BUT NOT *OUT*.

NOT NOW.

WITH T'CHALLA'S ACCESS TO THE *CONSULATE*, THE LAB EQUIPMENT AND SUPPLIES AT HIS DISPOSAL INSIDE--

ARE AS GOOD AS OURS.

I KNOW THE DRILL, DOCTOR.

LET'S DO IT ALREADY.

HE IS NOT CALLED QUICK-SILVER FOR HIS SPEED ALONE.

HIS APPARENT ARROGANCE AND VOLATILE TEMPERAMENT ARE, IN FACT, IMPATIENCE.

AND IMPATIENCE IS THE NATURAL PRICE OF PIETRO MAGNUS MAXIMOFF'S MUTANT POWER, AN UN-NATURALLY RAPID RESPONSE AND FLEETNESS OF FOOT THAT MAKES HIM FIRST...

...AMONG EQUALS.

ALWAYS FIRST FORWARD INTO THE FRAY, AT LEAST...

...AND NOW FIRST BACK IN THEIR FACE.

RETREAT, AVENGERS, RETREAT--

--THEY'RE COMING--

--THE WATERS ARE COMING!

FOR FAR MORE OBVIOUS REASONS, THE GOOD DR. HENRY PYM...

...IS CALLED GIANT-MAN.

OOSH

SKROO

HIS SUDDEN GROWTH SPURT--MENTALLY TRIGGERED BY THE ACTIVATION OF QUANTUM-CONTROL **PYM PARTICLES** OF HIS OWN DISCOVERY--SHATTERS THROUGH STONE AND STREET ABOVE...

...TEARING OPEN A LAST-SECOND **ESCAPE VALVE** FOR THE CRUSHING PRESSURE OF THE RUSHING, ROARING SEWER WATERS.

WAKANDA

UNIT BB-14 ALERT, PERIM-ETER PENE-TRATION.

SCANNING FOR INTRUDER IDENTIFICATION.

HIS TEAMMATES MIGHT NOW SURVIVE THE DELUGE BELOW.

BUT TOPSIDE...

...ALL EYES ARE ON THE BIG GUY.

ENHANCED HUMAN DESIGNATE: HENRY PYM / ANT-MAN / GIANT-MAN / GOLIATH / YELLOWJACKET.

ZTTZ

IMMEDIATE OBJECTIVE: UNKNOWN.

PREVAILING STATUS...

...TERMINATION IN PROGRESS.

KRZZZ

N-NOT JUST Y-YET, SENTINEL--

--NOT SO EASILY, THAT'S FOR SURE --

"--WE'VE JUST BEGUN TO FIGHT BACK."

A SECRET DOOR?

NOT EXACTLY SURE IF I SHOULD BE ASKING THIS, YOUR LORD HIGHNESS, SIR...

M-O-N-I-C-A

TEK

TEK

"PANTHER" WILL BE FINE, IRON MAN.

OKAY, THEN--YOUR LORD HIGHNESS PANTHER SIR--

--IT'S JUST, I CAN'T HELP WONDERING ABOUT THE LEGALITY OF AN UNMARKED PASSAGE DIRECTLY FROM U.S. TO FOREIGN SOIL.

YOU'RE RIGHT, STARK...

...YOU SHOULD NOT BE ASKING.

AND YOU, AVENGERS, SHOULD NOT BE HERE AT ALL.

CHK

CHK

CHK

THIS IS SOVEREIGN TERRITORY, CURRENTLY UNDER SIEGE FROM AN ALIEN POWER--AS ALIEN AND POWERFUL AS THEY COME, FROM ALL INTEL INDICATIONS--

--AND WE CAN AFFORD NO PRISONERS, UNDER THE CIRCUMSTANCES.

FORGET PROTOCOL, TAKU...

...THEY COME AS GUESTS, UNDER SANCTUARY OF THE THRONE.

NO DOUBT, MY LIEGE.

I CAN ONLY ASSUME SUCH A BLATANT BREACH OF SECURITY RELATES TO THE--

ONSLAUGHT.

IT'S ALL ABOUT ONSLAUGHT NOW, TAKU.

FOR ALL OF US.

WAKANDAN AND AMERICAN ALIKE--MAN AND MUTANT BOTH--FOR AS LONG AS IT LASTS--US AND THEM...

...TOGETHER AGAINST THE *DREAMER* DENIED.

BUT THAT LITTLE FLASH FLOOD IN THE TUNNELS STRONGLY SUGGESTS HE'S *ON* TO US ALREADY--CONSCIOUSLY OR NOT YET, WE CAN'T KNOW FOR SURE--

--SO I'LL NEED YOU AND YOUR MEN TO EFFECT A TOTAL *EVAC* OF ALL CONSULATE PERSONNEL.

STARTING YESTERDAY.

STILL CAN'T BELIEVE THIS.

ANY OF IT.

IN MY DAY--GOT TO STOP THINKING OF IT THAT WAY--LESS THAN TEN SHORT YEARS AGO, AS STRANGE AS THAT SOUNDS...

...WAKANDA WAS NOTHING MORE THAN AN URBAN MYTH. RUMORS, REALLY, ABOUT SOME KIND OF SHELTERED SUPER-CULTURE WITH RESOURCES SO FAR--

--BEYOND...

WORDS SUDDENLY, UTTERLY FAIL YOUNG TONY STARK.

AND EVEN AS THE BOY BEHIND THE IRON MASK GAPES IN SIMPLE, UNABASHED AWE AT A RESEARCH-AND-DEVELOPMENT FACILITY FAR BEYOND HIS WILDEST FANTASIES--

--HIS MIND ALREADY RACING WITH THE NEAR-INFINITE POSSIBILITIES AND POTENTIAL RIGHT HERE, NOW, AT HIS FINGERTIPS--

--ANOTHER STRUGGLES TO BUY HIM EVERY PRECIOUS SECOND.

ZTTZ

CONCUSSIVE-ENERGY TRANSFER, MANUAL TO VISUAL.

OPTIMUM OPTICAL CHARGE IN--

YOUR NEXT UNLIFE MAYBE, SPARKY!

WHOK

FORTUNATELY, THIS PARTICULAR AVENGER...

...IS KNOWN FOR USING HIS HEAD.

MATRX DAM AGE INITI-INITI-INITI--

UNFORTUNATELY...

ZTTZ

TZZT

TZZT

YEEEARGH--!

...THE *PSI-ARMOR* SUPPOSEDLY CONCEIVED BY XAVIER HIMSELF, TO PROTECT AGAINST TELEPATHIC INCURSION.

DR. PYM AND I DID WHAT WE COULD TO *MICRO-PROCESS* THE COMPONENT DESIGN, AS YOU CAN SEE.

BUT IF *YOU* KNOW SOMETHING I DON'T -- WHICH SEEMS WAY MORE THAN LIKELY, CONSIDERING --

--IF YOU HAVE ANY LAST-MINUTE *MODIFICATIONS* AT ALL BEFORE WE GO INTO FINAL...

ZZZT

TZZ

HOLO-DISPLAY'S OUT LIKE A... LIKE A...

LIKE A LIGHT, I SUPPOSE.

SUIT'S SYSTEMS MUST BE RUNNING LOW ALREADY, PANTHER, SHUNTING THE LAST OF MY ENERGY-RESERVES TO LIFE-SUPPORT FOR THE DURATION.

AND I'M STILL NOT CLEAR ON HOW WE'RE SUPPOSED TO PRODUCE THE POWER NEEDED TO PUT THE MODEL INTO PRODUCTION.

POWER, MY YOUNG OLD FRIEND...

...IS NOT A PROBLEM HERE.

VIBRANIUM, I ASSUME...?!

STUFF'S GOING TO HAVE TO BE EVERYTHING EVERYONE SAYS -- AND A WAY LOT *MORE* --

...HANK PYM IS ONE MAN ONLY.

UHNN...

AND THE ENEMY IS TRULY LEGION.

TARGET IDENTITY CONFIRMED, AFFILIATION ESTABLISHED.

OPERATION OVERRIDE DOWNLOADING.

CAPTURE AND CONTAINMENT ORDER NULLIFIED, DEFAULT DIRECTIVE LOCKED--

--DESTROY ALL AVENGERS.

NYMI

Phone

ONE MAN ONLY, THIS FOUNDING FATHER OF THE MIGHTY AVENGERS.

NOT, HOWEVER...

SHWACK!

KRAKOOM

...ONE MAN ALONE.

NEVER ALONE.

PRIORITY TARGET RE-ASSESSMENT IN EFFECT.

WARNING ALERT, MISCALCULATION OF MUTANT VELOCITY PARAMETERS--

--UNIT HG-12 STABILITY COMPROMISED--

SKRAK

-- MATRIX INTEGRITY THREATENED.

DESTROY ALL AVENGERS.

DESTR-

DESTROY ALL AVENGERS.

DESTROY AL-

--OY ALL AVENGERS.

GIVE IT YOUR BEST SHOT, TIN MEN--

-- BY ALL MEANS, PLEASE--

"--THE CHASE IS ON."

PERFECT.

HAS TO BE, T'CHALLA...

...I'M ALREADY RUNNING WAY LATE FOR MY RENDEZVOUS IN TIMES SQUARE WITH THE REST OF THE TEAM.

PSI-SHIELDS WOULD STILL BE PSI-SCRAP WITHOUT THE VIBRANIUM JUMPSTART THOUGH.

YOU CAN'T KNOW HOW MUCH ALL THIS...

I MERELY SUPPLIED THE *MEANS*, ANTHONY.

YOU YOURSELF WERE THE *METHOD*.

BUT *REED RICHARDS* SHOULD BE ABLE TO *DUPLICATE* THIS PROTOTYPE FOR THE OTHERS NOW, WITH JUST THE SMALLEST CACHE OF WAKANDA'S REMAINING VIBRANIUM...

...AND MY PEOPLE WILL LIKELY BE SAFEST AT *FOUR FREEDOMS PLAZA* UNTIL--

KRREAAK!!!

ENHANCED HUMANS IDENTIFIED: *T'CHALLA/ BLACK PANTHER* AND *IRON MAN*.

AFFILIATION ESTABLISHED, DIRECTIVE RECONFIRMED...

...DESTROY ALL AVENGERS.

LOOKS LIKE QUICKSILVER LURED OFF *MOST* OF THE LOCAL 'BOTS, ALL RIGHT...

KRAA-

CHOOM

...BUT THE HOME-BOY HERE MUST BE *COUNTER-PROGRAMMED* TO COVER THE CONSULATE--AND *ONLY* THE CONSULATE--

--THROUGH ANYTHING AND EVERYTHING WE'VE GOT!

AND HE'S NOT GOING DOWN, PANTHER.

CHOOM

CHOOM

NOT YET.

ACQUISITION,

GO ALREADY, MAN...

...GET YOUR PEOPLE OUT OF HERE NOW--

--NOW--

EXECUTION.

POOM

--THIS 'BOT'S FOR ME!

AND YOU SHALL KNOW THE ETERNAL GRATITUDE OF THE BLACK PANTHER, AVENGER.

SKRAAK

MY FIRST DUTY IS TO *WAKANDA* NOW--TO SEEING MY OWN THROUGH THE PERILOUS PATH AHEAD--BUT I WILL ALERT THE OTHERS TO YOUR SITUATION...

...EVEN RETURN WITH AN ARMY OF HEROES, IF NEED STILL REMAIN.

YOU WILL NOT BE FORGOTTEN, I SWEAR.

WAKANDANS ONE AND ALL WILL SOMEDAY SING OF THIS *IRON MAN*--SOARING SONGS OF SACRIFICE AND STRENGTH, OF WISDOM AND COURAGE FAR BEYOND HIS TRAGIC FEW YEARS--

--OF ONE *LONE KNIGHT* AGAINST THE *NIGHT NEVER-ENDING*--

--LANCING THE DARKNESS WITH LIGHT.

TRULY, TONY STARK, IN ALL THE WAYS THAT EVER COUNTED...

"...RIGHT UP UNTIL THE VERY END."

IN WHAT SENSE OF THE WORD, EXACTLY...?

NOT FUNNY.

NOT *MEANT* TO BE, HENRY.

LEAVING A BOY BEHIND TO DO A MAN'S JOB IS NO LAUGHING MATTER...

HE'S LATE.

...BUT THE TIMES THEY ARE A' CHANGIN'.

WE ALLOWED THE ONLY ONE WHO COULD DO WHAT NEEDED TO BE DONE TO DO IT.

THAT'S WHAT THIS TEAM'S BEEN ALL ABOUT SINCE DAY ONE, PIETRO.

AND I REMEMBER A TIME, NOT ALL THAT LONG AGO, WHEN THAT "BOY" COULD HAVE--AND *WOULD* HAVE--BEEN YOU.

INDEED...

HOLY--!?

UNIT IM-2 REPORTING--
WOOSH
--WITH PARTY HATS FOR EVERYONE!
NO DOUBT ABOUT IT, AVENGERS.
THE MORE THINGS CHANGE...
ALL GOOD THINGS MUST COME TO AN END... IN
ONSLAUGHT / MARVEL UNIVERSE! BE THERE!

MARVEL COMICS

AVENGERS

SEPT '96 402

EARTH'S MIGHTIEST HEROES

AVENGERS

SPECIAL HEROES REBORN™ UPDATE INSIDE!

APPROVED BY THE COMICS CODE AUTHORITY

AVALANCHE

IMPACT 2™

DON'T MISS THIS EPIC

PALMER

AN UNSCHEDULED STOP ON THE NUMBER THREE LINE.

THE SUBWAY TRAIN HAS BEEN TRAPPED UNDER THE STREETS OF MANHATTAN FOR THREE HOURS... AND COUNTING.

CAUGHT IN A SUDDEN, STYGIAN DARKNESS.., MYSTIFIED, TERRIFIED AT THE LACK OF EVEN THE BAREST EMERGENCY LIGHT...

...ITS PASSENGERS ERUPTED INTO PANIC...

...TWO HOURS AGO.

BACK WHEN THERE WAS AIR.

NOW THEY WAIT... SEALED INSIDE A STEEL COFFIN ... PARALYZED AT THE NOTION OF LEAVING, SWIMMING THROUGH THE BLACKNESS.

AFRAID OF THE UNKNOWN...

...AND PRAYING FOR HOPE.

EVERYBODY GOT ENOUGH LIGHT? GOOD.

I SEE YET ANOTHER STALLED TRAIN.

WHAT DO WE DO, CAP? WRENCH THE DOORS OPEN? LEAD THE PASSENGERS OUT?

NO. THE MOMENT WE TRY, THESE POOR SOULS WILL STAMPEDE. THEY'LL TRAMPLE EACH OTHER IN THE PITCH DARKNESS.

WHAT ARE WE, A HALF-MILE FROM THE 34TH STREET STATION? I'VE GOT A BETTER IDEA...

!?

WASP-- SCOUT AHEAD! MAKE SURE THE TRACKS ARE CLEAR!

WANDA-- UP HERE WITH ME!

THOR-- FIND THE THIRD RAIL--

--AND GIVE IT SOME JUICE!

KRA-KOOM!

DONE!

VWHOOOOOOSSSSHH!

TERRIFIC! THAT GOT IT MOVING!

NOW... ON MY MARK... PUT A LITTLE NORSE GOD MUSCLE INTO IT...

...AND SLOW IT DOWN!

NNNGHH!

SKREEE!

WASP, YOU TAKE THE DOORS! WANDA AND I WILL LEAD THESE FOLKS TO DAYLIGHT! GOT IT?

CONSIDER IT GOTTEN, CHIEF!

THEN GO! GO!

SHRAK!

CAPTAIN AMERICA?

--OH, THANK GOD--

--GOT TO HELP US--

THIS WAY, EVERYONE! LET'S MOVE!

FOLLOW US!

THAT'S IT! STAY CALM! DO NOT PANIC! WE'RE ALMOST THERE!

WE'LL BE ABOVE GROUND SOON, AND EVERYTHING WILL BE--

STAN LEE presents THE AVENGERS in

END OF THE LINE

--ALL RIGHT--?

MARK WAID story

MIKE DEODATO breakdowns

TOM PALMER finishes

JOHN KALISZ colors

BILL OAKLEY letters

MARK GRUENWALD editor

BOB HARRAS editor in chief

GOOD LORD... IT'S BEDLAM UP HERE!

AND WE'RE SUPPOSED TO HOLD THIS CITY TOGETHER?

OUR JOB HAS JUST BEGUN...

...THANKS TO ONSLAUGHT.

THOR SPITS THE NAME.

THIS MORNING, ONSLAUGHT-- THE MOST POWERFUL MUTANT FORCE EARTH HAS EVER SEEN-- MADE HIS FIRST STRIKE ON NEW YORK--

--BROADCASTING AN ELECTROMAGNETIC PULSE THAT STOLE EVERY ERG OF POWER IN THE NOW-PARALYZED CITY-- *

* X-MEN #55.

THEIR AVENGERS, HOWEVER, ARE NOWHERE NEAR THEIR PEAK OF POWER.

STRAK!

--TERRORIZING EIGHT MILLION SOULS WHO NOW LOOK HUNGRILY FOR SALVATION--

--FROM THE HEROES WHO HAVE DEFENDED THEM TIME AND AGAIN.

VISION, CRYSTAL, AND HAWKEYE HAVE SPLIT OFF WITH THE HULK--*

* HULK # 445.

--AND GIANT-MAN AND QUICKSILVER ARE STILL WITH IRON MAN. THEY'RE DEVELOPING PSI-SHIELDING THAT WILL PROTECT US FROM ONSLAUGHT.

IF WE DON'T RENDEZVOUS WITH THEM, WE WON'T BE ABLE TO HELP THESE POOR PEOPLE AT ALL!

HAS ANYONE SEEN THE WIDOW? SHE SAID SHE'D MEET WITH US AROUND HERE--

LET GO OF ME!

GET BACK!

--CAN'T FIND MY WIFE--

--WHAT'S HAPPENING?

--GOT TO HELP US--

--END OF THE WORLD--

HEELLLPP UUUUS!

WIDOW, I'M HERE! YOU HAVE TO HOLD ON--

--TRAPPED IN THE--

--GOING TO KILL US ALL--

--IN THE NAME OF GOD, SAVE US!

--AND THAT GOES DOUBLE FOR THE REST OF YOU!

FEAR WON'T HELP ANYBODY! STAY CALM!

THAT SEEMED TO EASE THEIR MINDS.

UNTIL I STOPPED *TALKING*. WIDOW, ARE YOU ALL *RIGHT*?

JUST *RATTLED*. THEY LOOK TO US LIKE WE'RE *GODS*.

NO *OFFENSE*, THOR.

THEY NEED US LIKE THEY *NEVER HAVE BEFORE*... AND WE'RE NOT EVEN *CERTAIN* WHAT WE'RE UP AGAINST. RIGHT, CAP?

CAP?

SO MUCH *CHAOS* AND *DESTRUCTION*. I'VE... I'VE NEVER SEEN ANYTHING *LIKE* IT...

GEE, *THANKS*, CAP. NOT EXACTLY WHAT WE NEEDED TO *HEAR*...

THANKS FOR THE *SAVE*. I'LL BE *FINE*. I WANT TO KEEP PATROLLING THE *CITY*.

THE REST OF YOU HAVE TO MAKE THE *RENDEZVOUS*... SO *GO*.

AND *GODSPEED*.

NANCY

DAVID

RALPH

308

AND YOU? YOU SEEM EXTRA WORRIED.

I AM... ABOUT CAP. WE'RE ALL OVERWHELMED... BUT THIS SEEMS TO BE TAKING ITS GREATEST TOLL ON HIM. HAVE YOU NOTICED HOW FRAYED HE IS?

I HATE TO SAY IT--AFTER ALL, HE'S LED US AGAINST THE BIGGEST AND THE BADDEST--

--BUT MAYBE THIS ONCE-- AGAINST SOMEONE WHO COULD MAKE GALACTUS PAUSE --CAP'S IN OVER HIS HEAD.

THE PEOPLE OF NEW YORK ARE AT THEIR LOWEST EBB. I DON'T KNOW... MAYBE THERE'S ONLY SO MUCH HOPE CAP CAN INSPIRE IN THEM BEFORE THEIR HOPELESSNESS DROWNS EVEN HIM. AND THEN...

...WHERE ARE WE?

THERE YOU ARE-- AND RIGHT ON TIME!

TELL ME YOU HAVE SOME GOOD NEWS. WE COULD USE IT.

WE MIGHT HAVE CRACKED THE DEFENSE PROBLEM. BEST WE CAN OFFER.

BEFORE, WE WEREN'T EVEN REMOTELY EQUIPPED TO WITHSTAND ONSLAUGHT'S TELEKINETIC PSISTORMS. CONSEQUENTLY, HE'S BEEN ABLE TO DRIVE US BACK DURING EVERY ATTACK.*

USING CHARLES XAVIER'S DESIGNS, GIANT-MAN AND I WERE ABLE TO COBBLE UP SOME PSIONIC ARMOR. UNFORTUNATELY, TECHNOLOGICALLY SPEAKING, IT'S SPIT-AND-BAILING WIRE STUFF...

...WITH NO GUARANTEE THAT IT'LL WORK.

*UNCANNY X-MEN #336.

FZAAAK!

HOLY--!

WHAT HIT THOR? IT CAME OUT OF NOWHERE--

NOT EXACTLY.

DISENGAGE CLOAK, POST.

DONE, HOLOCAUST.

TAK

YOUR LAST CHANCE IS SPENT, AVENGERS. ONSLAUGHT HAS SENT US TO... LIBERATE YOUR PSI-SHIELD DEVICES.

BOOM

WELL, IRON MAN... IF ONSLAUGHT WANTS THEM...

...CLEARLY YOU ARE ON TO SOMETHING...

DO NOT TOY WITH US, SPEEDSTER.

CLOAK ENGAGED.

TAK

CHOOM

HE'S DOWN! THOR IS DOWN!

--BUSTED WINDOWS IN THE BRONX--

WHERE'D THE BIG ONE GO? I CAN'T SEE HIM!

THE AVENGERS'LL FIND HIM! THEY'LL SAVE US!

WON'T THEY...?

THE BATTLE IS WON, POST! WE CLAIM OUR--

--PRIZE--?

NOT IF MY HEX SPHERE CLAIMS IT FIRST.

I SEE. SO LONG AS YOU'RE IN THE MOOD TO PLAY CATCH, THEN--

SON

HWHUFF!

OR

MILON

--HERE!

WHAM!

HOLOCAUST! WATCH THE WASP!

TAK!

CAP-- HEADS UP!

CAP?

OH, NO...

LOOK AT HIM! THIS IS *JUST* WHAT I WAS *AFRAID* OF!

THE TIDE OF THE *CROWD* HAS FINALLY *GOTTEN* TO HIM!

"HE'S BEEN SUCKED INTO THAT *VORTEX* OF *DESPAIR* THAT'S PULLING US *ALL* UNDER. MY *GOD*... WITHOUT *HIS* FAITH...

"...WHAT HOPE DO THE *REST* OF US HAVE?"

FWAM!

KSSSH!

POLICE

CAP? SNAP OUT OF IT! WE NEED YOU! THERE'S ALWAYS A WAY, RIGHT?

TELL ME THERE'S SOME WAY TO MAKE THIS WORK! TELL ME WE CAN--

WE CAN'T BEAT THEM.

WHAT?!

GHUUH!

KA-RACK!

SO... SO THAT'S IT? WE JUST ROLL OVER? THIS IS HOW IT ALL ENDS?

...

WHAT?

I SAID, THIS IS HOW IT ALL--?

--CAP? CAP?

DON'T INTERRUPT ME.

I'M THINKING.

WHAT? MY CLOAK--?

TAKKZZTT

SP-TANG!

WHO DARES...?

GOT YOUR ATTENTION, HOLOCAUST? GOOD. GO ON...

...TAKE YOUR BEST SHOT.

NO... NO...

NNOOOO

EA-
CHOOM

WOW.

I... I DON'T *UNDERSTAND!* I THOUGHT YOU SAID WE COULDN'T *BEAT* THEM!

WHAT... WHAT HAVE I *DONE...?*

WE DIDN'T HAVE THE *MANPOWER.* WE HAD TO TRICK THEM INTO BEATING *THEMSELVES.*

WHAT DID YOU *THINK* I MEANT?

NOTHING, SIR...

THEN *QUICKLY*--WHILE HOLOCAUST IS *DISTRACTED*--

--HIT HIM *HARD!*

BWAAM

THEY DON'T HAVE TO BE TOLD TWICE.

ALMOST AS ONE, THE AVENGERS STRIKE.

POOLING THEIR POWERS AND THEIR COURAGE, THEY BRING ALL THEIR FORCE TO BEAR...

...UNTIL HOLOCAUST FALLS...

...BEFORE EARTH'S MIGHTIEST HEROES.

AND THE CROWD GOES WILD.

WANDA, YOU HAVE THE PSI-ARMOR?

RIGHT HERE.

THEN EVERYONE SUIT UP SO WE CAN--

--CAN WHAT, IRON MAN? ATTACK?

ONSLAUGHT--?

ALLOW ME TO CONGRATULATE YOU ON YOUR VICTORY. ENJOY IT--

--FOR THE HOLLOW TRIUMPH IT IS.

PITIFUL FOOLS. YOU THINK YOU HAVE FANNED A SPARK OF HOPE IN THE RABBLE OF HUMANITY?

CONSIDER IT EXTINGUISHED.

THIS, HEROES, IS YOUR FINAL BATTLE--

KSH KOOM

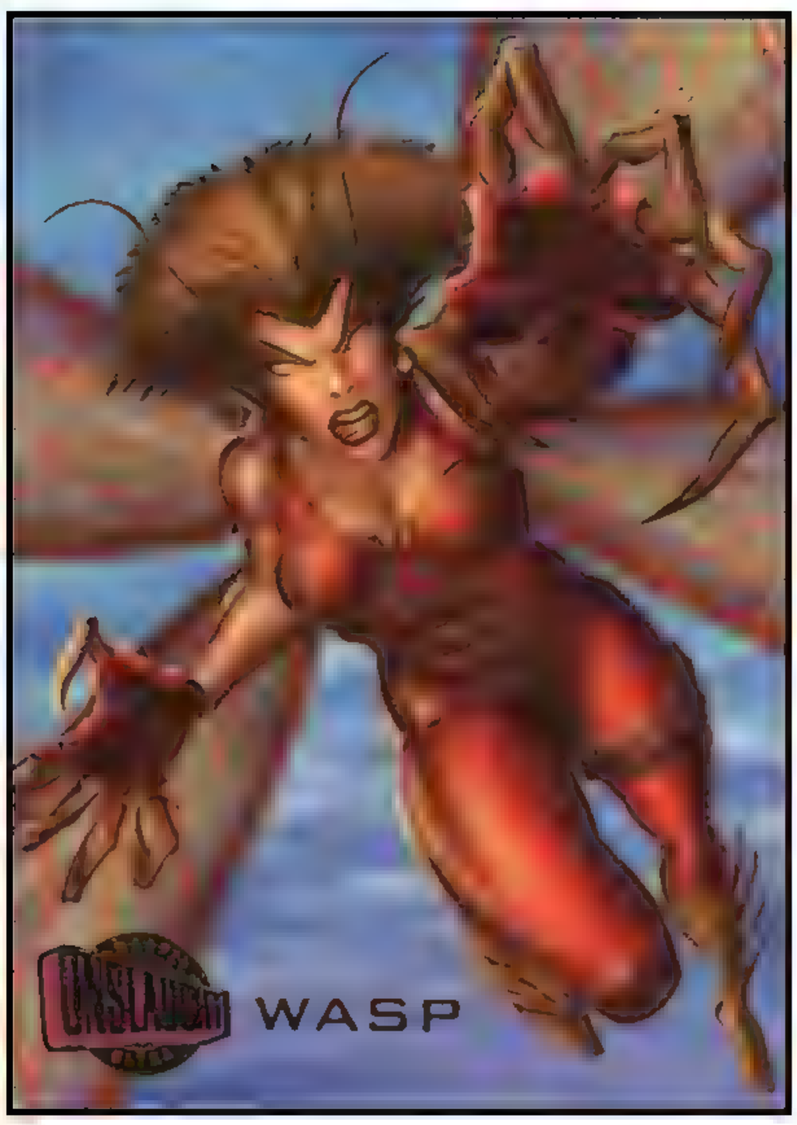
YEAH? THEN WE'VE GOT ONE LAST THING TO SAY TO YOU:

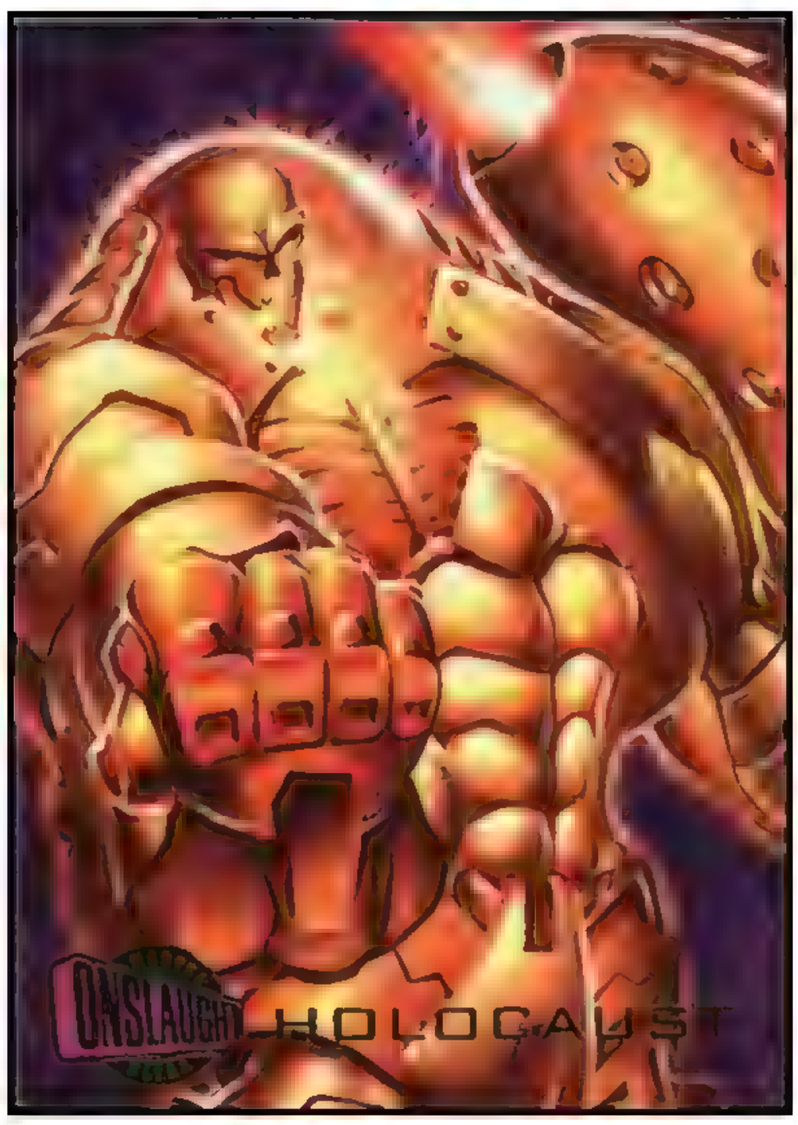
AVENGERS ASSEMBLE!

TO BE CONTINUED IN X-MEN #56--

--AND ONSLAUGHT: MARVEL UNIVERSE!

Marvel Ultra Onslaught 1996 **trading-card art by Greg Luzniak, Andy Kubert, Salvador Larroca, David Chlystek, Darick Robertson, Jeff Matsuda, Jung Choi, Craig White, Chris Chuckry, Malibu Comics & Digital Chameleon**





MARVEL COMICS

SEP '96 11

PUNISHER®

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AVALANCHE™ IMPACT 2

THE FALL OF THE S.H.I.E.L.D.® HELICARRIER!™

Tom Lyle/R Jones & '96

STAN LEE Presents:

MANHATTAN ONSLAUGHT

JOHN OSTRANDER
Writer
TOM LYLE
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Lettering
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JAYE GARDNER
Editor
BOB HARRAS
Chief

War Journal II, Entry 22 -- Manhattan's held captive. Everything is in confusion.

I need a bigger gun.

It's hard to know exactly what's going on but I'm recording the information I have in case I fall. Maybe somebody else can piece things together better and figure out what to do.

There's this being called ONSLAUGHT. No one seems to know too much about him except that he seems to be a mutant and that he has... plans.

Don't all the bad guys?

Word on the street -- I don't know how reliable it is -- says the mutant X-MEN are involved. some say they're working with this Onslaught being and others say against.

Some say they went up against it and were trashed, while other reports have them dead.

I think I've seen the Fantastic Four and the Avengers charging in but I couldn't ascertain where and it's still a pretty big island.

At one point, these Sentinels showed up -- huge, anti-mutant robots, or so I thought. Are they working with Onslaught? In any case, since the electro-magnetic pulse hit the island, all mechanical activity has been dampened.

We're stuck in the city. All the bridges and tunnels are out. I can see the S.H.I.E.L.D. helicarrier. Must've entered the barricade after the pulse hit.

The Sentinels are just standing there, like statues, as they have for some time now. They act like they haven't noticed the carrier.

S.H.I.E.L.D.'s planning something. Whatever it is, I hope they play it smart.

I really wish I had a bigger gun.

S.H.I.E.L.D. -- Strategic Hazard Espionage Logistics Directorate. – Jaye

G.W. Bridge is running S.H.I.E.L.D now. He's got the Contessa and Dum-Dum Dugan to advise and consent but -- I just hope he's up to it.

Makes me wish Nick Fury, the former S.H.I.E.L.D topic, was alive. Makes me really wish I hadn't killed him.

WHAT DO THE DRONES REPORT, 'TESSA?

WHAT WE SUSPECTED. AFTER THE EMP☠HIT MANHATTAN, NOTHING ELECTRICAL WORKS.

THE SENTINELS HAVEN'T REACTED TO OUR PRESENCE YET, G.W., BUT SOMETHING SMELLS...

☠ Electro-magnetic pulse --Jaye

TRY CHANGING YOUR BATTLESUIT MORE OFTEN, *DUGAN*.

PREPARE THE *PARA-GLIDE TROOPERS* FOR INSERTION.

ALL NON-ESSENTIAL PERSONNEL HAVE VACATED THE HELI-CARRIER IN CASE THEM SLEEPY SENTINELS GET FRISKY.

PARAGLIDER TROOPERS HAVE BEEN ISSUED WEAPONS OUR PEOPLE THINK WILL WORK INSIDE THE FIELD.

THOSE FOLKS INSIDE ARE GOING TO NEED THEM TO RESTORE ORDER AND HELP WITH WHATEVER'S HAPPENING IN THE HEART OF THE CITY.

THIS JUST CAME IN, SIR.

GREAT! AS IF WE DIDN'T HAVE ENOUGH TO WORRY ABOUT *HERE!*

"WE'LL DEAL WITH THIS LATER. *DEPLOY THE PARAGLIDE TROOPERS!*"

ALPHA SQUAD LEADER TO HQ -- WE'RE BETWEEN THE SENTINELS AND ENTERING THE MANHATTAN AIRSPACE. NO MOVEMENT YET FROM THE SENTINELS.

War Journal II, Entry 22A -- S.H.I.E.L.D.'s made a move. I hope they are prepared for what's coming...

-- because they've just attracted the Sentinels' attention.

SENTINELS KNOW WE'RE HERE! GET US OUT AND AWAY!

ALL HANDS -- BATTLE STATIONS! BRACE FOR *EMERGENCY MANEUVERS!*

SCHRAAAK

BLAM

WE'RE HIT! MAIN SYSTEMS DOWN!

ALL UNITS NOT RESPONDING! WE'RE GOING DOWN!

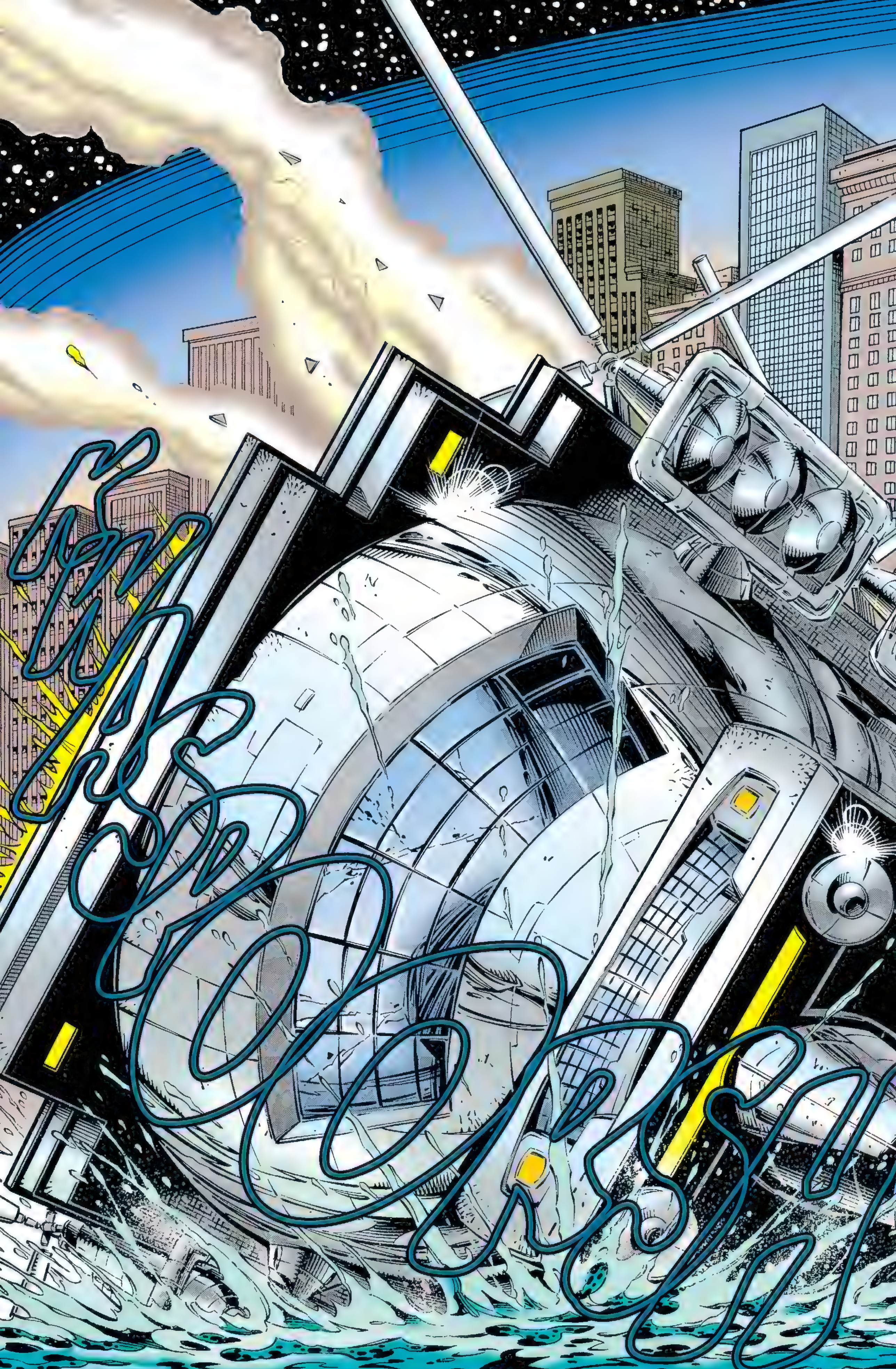
ARE THE EMERGENCY REPULSOR UNITS STILL ON-LINE?!

BARELY, SIR! THEY MAY SHORT OUT AT ANY TIME!

HIT 'EM! EMERGENCY OVERRIDES! WE HAVE TO BREAK OUR FALL!

STARBOARD REPULSOR BURNING OUT! LOST STABILITY!

WE'RE GOING OVER!



BRADOOM

KLAKOOM

KLUDOOM

War Journal II, Entry 22B -- the helicarrier is down.

Sentinels shot it out of the sky. People must be injured in there -- possibly dying -- like a war zone --

I tell myself it's not my concern. S.H.I.E.L.D.'s never been a friend of mine. Let 'em take care of themselves.

I can smell the scavengers gathering -- if not here, then on the Jersey side. They'll pick the carrier clean and heaven help any survivors.

It's none of my business. My job is here on the streets.

But I find myself running towards the waterfront.

The river is cold, oily, and slick when I hit the water. I strike out for the downed helicarrier.

I can only hope I get there first.

JUNKYARD DOGS

LOOKIT THAT. LOOKIT WHAT FALLEN OUT OF THE SKY AND INTA OUR LAPS.

AND *RASHID HAMMER JONES* KNOWS BETTER'N TO IGNORE *FREE SALVAGE.*

BULLDOG! PULL T'GETHER THE *JUNKYARD DOGS!* WE'RE CLAIMING THE HELICARRIER THING AS *SALVAGE!*

KRAK

WITH THAT S.H.I.E.L.D. STUFF, WE WON'T HAFTA DO NO MORE ENFORCING JOBS FOR THE MOB.

OR ANY OF THAT PENNY ANTE STUFF. WE'LL PEDDLE THE TAKE ON THE *WORLD MARKET!* MAKES ME A *TOP DOG!*

GEE, RASHID -- LOTSA WEIRD STUFF GOIN' DOWN IN DA CITY. SOME PEOPLE SAY MAYBE DA END O' TH' WORLD! WHO WE SELL DA STUFF TO IF DAT HAPPENS?

Ah, THEM *SUPER-HEROES* WILL HANDLE IT. THEY ALWAYS DOES. AIN'T OUR CONCERN.

YE-AHHH, BUT O- WHAT IF DEM S.H.I.E.L.D. GUYS IS STILL ALIVE IN DERE? DEN IT AIN'T SALVAGE.

IF THEY AIN'T DEAD WHEN WE GET THERE, THEY WILL BE 'FORE WE GONE.

HIT TH' WATER, DOGS! EASY PICKINGS ARE IN TH' RIVER! AND PHAT TIMES COMIN'!

Dogz

BROOAAARR

WHAT'S OUR CASUALTIES?!

NO ONE DEAD. IN-HOUSE BUFFERS SAVED US AT LEAST, BUT MANY ARE BADLY HURT.

WE WILL NEED MEDICAL HELP AND SOON. A HALF DOZEN -- NOT MORE -- CAN WALK ON THEIR OWN.

WE ARE -- AS THEY SAY -- DEAD IN THE WATER.

WE GOT MORE PROBLEMS.

THERE'S A BUNCHA GUYS WITH BIG GUNS HEADED FOR US ON POWERSKIS AND MOTORBOATS. I DON'T THINK THEY'RE THE RESCUE PARTY.

BREAK OUT THE HEAVY ORDNANCE!

CAN'T. BULKHEAD'S BUCKLED IN A COUPLE PLACES. ARMORY CAN'T BE ACCESSED.

'SCUSE ME. I THINK I'M GONNA COLLAPSE NOW.

DUGAN!

START EVACUATING THE WOUNDED. GET' EM OFF THE CARRIER BY ANY MEANS POSSIBLE.

THERE ARE TOO MANY TOP SECRET WEAPONS ON THE HELICARRIER TO ALLOW IT TO FALL INTO UNKNOWN HANDS.

SET THE AUTO-DESTRUCT.

"THOSE WHO CAN STILL STAND AND FIRE A GUN, COME WITH ME. WE HAVE TO BUY THE OTHERS SOME TIME. CONTESSA, SEE TO THE EVACUATION."

UP, YOU DOGS!

I AM G.W. BRIDGE AND THIS IS S.H.I.E.L.D. PROPERTY AND YOU ARE ALL TRESPASSING.

REMOVE YOURSELVES.

I AM RASHID HAMMER JONES, WE ARE THE JUNKYARD DOGS, AND WE CLAIM THIS PIECE OF JUNK BY RIGHT OF SALVAGE.

KILL 'EM, DOGS.

BDOW
BRATTATTA
BRAAAP
BDOW
TAKE COVER!
CONTESSA, INITIATE *AUTO-DESTRUCT COUNTDOWN* AND CLEAR OUT! THIS IS A DIRECT ORDER!
AWROOOO
WE GOT 'EM TURNIN' TAILS, DOGS! KICK THEIR BUTTS!
GOT YOUR MUZZLES RIGHT HERE, DOGS!
BLAM
BLAM
WHAT TH'..?

BRIDGE ASKED YOU *NICELY* TO LEAVE.

I'M THE PUNISHER.

I'M NOT SO NICE.

YOU'RE DOG FOOD. KILL THE DOPE.

BLAM

BLAM

BLAM

NOW -- IF I CAN JUST GET SOME COVER FOR *MYSELF!*

GOT 'EM DISTRACTED FROM BRIDGE AND HIS MEN. MOVING TARGET'S HARDER TO HIT THAN A STATIONERY ONE.

BDOW

BLAM

BDOW

BRAAAAP

Huh? FROM WHAT I REMEMBERED OF THE SCHEMATICS, THERE SHOULD'VE BEEN A BULKHEAD HERE.

REALLY *SHOULD'VE* LOOKED BEFORE I LEAPT.

GOTCHA.

DON'T KNOW WHAT BROUGHT YOU HERE, CASTLE --

-- BUT I CAN SURE USE YOU.

I SAW THE FIRES. THOUGHT YOU WERE PUTTING A CANDLE IN THE WINDOW FOR ME.

BLAM BLAM BLAM BLAM

MAYBE WE SHOULD FIND SOME OTHER POINTS OF COVER.

WHAT'S THE SITUATION?

SCAVENGERS OVERRUNNING OUR POSITION. WE'RE OUTMANNED AND OUTGUNNED. I GOT THE WOUNDED DISEMBARKING BUT THE AUTO-DESTRUCT'S ENGAGED AND THE CLOCK *IS* TICKING.

BLAM

BLAM

SPANG

IN OTHER WORDS, YOU'RE COMMITING SUICIDE. YOU NEEDED ME FOR *THAT?*

WE'RE FIGHTING A DELAYING ACTION... GIVING MY PEOPLE TIME TO GET OUT.

CONTESSA, THIS IS BRIDGE. HOW'S THE EVAC GOING?

ALL S.H.I.E.L.D. PERSONNEL ARE CLEAR. WE'RE MAKING USE OF THE INVADERS' BOATS, AS WELL, G.W., GET OUT NOW!

BLAM BLAM BLAM

FIND A HOLE AND JUMP FOR IT, CASTLE.

A WORD TO THE WISE, Mr. JONES, GET YOUR MEN OUT OF HERE!

SPLASH

WE GOT THE PLACE *SECURED*, HAMMER! THE ONLY PEOPLE LEFT ON THIS PILE O' SCRAP ARE TH' *JUNKYARD DOGS!*

AUTO-STRUCT QUENCE

AND THE TIME IS...

...LATER THAN I THOUGHT!

GET OUTTA HERE! THE CHUMPS ACTUALLY WIRED TH' PLACE TO EXPLODE!

YEEHAAAAHOOEY!

SAFE DISTANCE ACHIEVED, G.W.

Entry 220 -- S.H.I.E.L.D. returned the Junkyard Dogs' favor by taking over their base. By the time the bedraggled Dogs made the Jersey shore, Bridge and his men were in position to take them into custody. Bridge, however, wasn't done with me yet either.

DON'T RUN OFF, CASTLE. I NEED YOUR HELP FOR SOMETHING *ELSE*.

I'D SAY YOU ALREADY *GOT* MY HELP, BRIDGE.

DON'T PUSH IT.

WITH THESE SORRY MUTTS? UH-UH. WE'D'VE MADE IT WITH OR *WITHOUT* YOU.

THERE'S A NEW TERRORIST-MUTANT GROUP POPPED UP. THEY'VE ANNOUNCED A STRIKE, AND OUR TROOPS ARE NEEDED HERE IN THE CITY. WE CAN'T BE TWO PLACES AT THE SAME TIME.

MAYBE *YOU* CAN STOP THEM FOR US.

FORGET IT! I'M NO S.H.I.E.L.D. AGENT!

WHATEVER *BIG* IS GOING DOWN IS GOING DOWN *HERE!*

WHATEVER'S HAPPENING HERE, A MAN WITH JUST TWIN .45s ISN'T GOING TO MAKE ANY DIFFERENCE TO IT. THIS OTHER -- YOU MIGHT. AND YOU *OWE* S.H.I.E.L.D.!

YOU KILLED NICK FURY WHEN HE WAS TRYING TO HELP YOU. YEAH, YOU WERE DRUGGED, OUT OF YOUR MIND, ALL THAT.

IF YOU WERE ANY OTHER PERSON, FURY WOULDN'T BE DEAD.

YOU DO OWE S.H.I.E.L.D.!

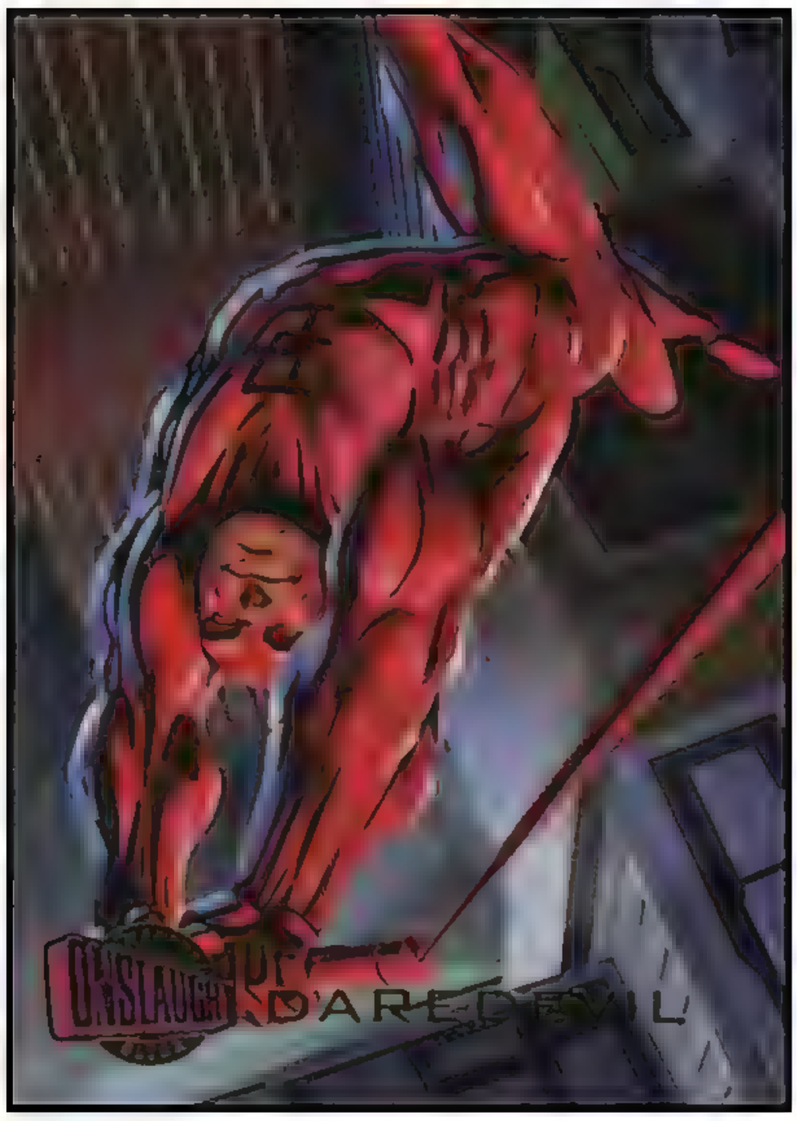
NOW WHAT THE DEVIL ARE THEY TALKING ABOUT?

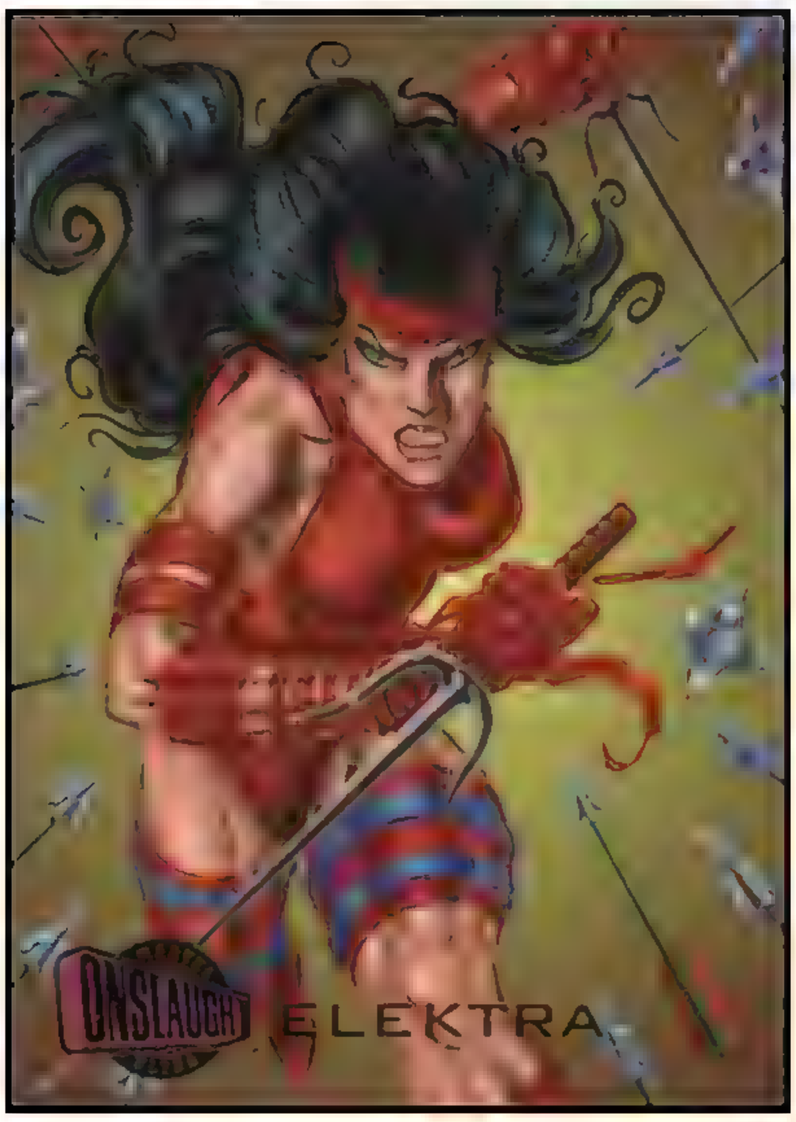
Entry D -- I couldn't argue. He was right. And I believe in payback.

ALL RIGHT, BRIDGE. I'LL WORK IT OFF AND THEN WE'RE QUITS.

NEXT: DEADEYE!

Marvel Ultra Onslaught 1996 **trading-card art by Darick Robertson, Andy Kubert, Greg Luzniak, Amanda Conner, Yancey Labat, Digital Chameleon, Craig White, Regie Milburn & Byron Taylor**





MARVEL COMICS

THOR

SEPT '96 502

THOR

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FAREWELL TO A LIVING LEGEND

MIKE DEODATO JR.

IT WAS THREE DAYS AGO THAT WE RAN FROM NEW YORK, GIVING ONSLAUGHT HIS FIRST VICTORY, AND CONTROL OF THE FATE OF EIGHT MILLION SOULS. *

SINCE THEN WE HAVE BEEN LIVING LIKE RATS ON THE JERSEY SHORE, ALONG WITH MOST OF THE POPULATION OF THREE STATES. ALL HAVE BEEN STRIPPED OF THEIR POWER BY THE ELECTROMAGNETIC PULSE CREATED BY OUR FOE.

RED NORVELL, A HUMAN GIFTED WITH POWERS THE EQUAL TO MINE, THE POWERS OF THOR, HAS STAYED WITH ME, AS WE PLAN OUR NEXT MOVE...

THOR... I HEARD YOU LAST NIGHT...CHANTING. SOUNDED LIKE MAGIC.

OF A SORT. I WAS TRYING TO INVOKE BERSERKER RAGE. THAT'S THE MINDLESS BATTLE PASSION THAT INCREASES THE WARRIOR'S STRENGTH TENFOLD.

Uh-huh. ANY LUCK?

MY BLOOD REMAINS AS COOL AS ICE. ALTHOUGH THE RAGE MAY BE MY ONLY HOPE IN DEFEATING ONSLAUGHT, I CANNOT BRING IT ON. PERHAPS AFTER YEARS OF TRYING I HAVE FINALLY BECOME HUMAN...

...TOO HUMAN TO FIGHT AS A GOD MUST FIGHT!

BILL MESSNER-LOEBS
WRITER
MIKE DEODATO JR.
PENCIL ART
DEODATO STUDIOS
INKS
J. BABCOCK: LETTERS
MARIE JAVINS: COLORS
MALIBU: COLOR ENHANCEMENTS
BOBBIE CHASE: EDITOR
BOB HARRAS: EDITOR IN CHIEF

STAN LEE PRESENTS...

PUTTING ON THE BEAR SHIRT

*FOR ONSLAUGHT EVENTS LEADING UP TO THIS, SEE UNCANNY X-MEN #336!

BUT DIDN'T YOU START OUT AS A *HUMAN*, LIKE I DID? I THOUGHT I HEARD--

INDEED, I WAS *HUMAN* FOR A TIME... BUT NOT *QUITE* LIKE YOU, RED.

I LIVED FOR YEARS ON EARTH, A MAN LIKE OTHER MEN.

MY NAME WAS DONALD BLAKE.

I WAS A DOCTOR, A HEALER, ALTHOUGH I COULD NOT HEAL MYSELF.

I BELIEVED MY LAMENESS MADE ME UNLOVABLE...

...ESPECIALLY TO JANE FOSTER, WHO WORKED BESIDE ME IN THE CLINIC.

I LOST MYSELF IN WORK...

...AND IN DREAMS OF THE PAST. I DIDN'T KNOW WHY, BUT I WAS OBSESSED WITH MY SCANDANAVIAN HERITAGE.

I SPENT EVERY SPARE MOMENT LOST IN THE STUDY OF NORSE MYTH AND LEGEND.

AT LAST I WAS ABLE TO AFFORD A TRIP TO THE BLEAK HILLS AND TWISTED FJORDS OF NORWAY.

MUCH TO MY SURPRISE, JANE CAME WITH ME.

LITTLE DID I REALIZE SHE LOVED ME.

I WAS TOO LOST IN MY OWN DRIVEN MISERY TO SEE HER LOVE FOR ME.

ONE DAY I BECAME CONFUSED WHILE HIKING AND STUMBLED UPON AN ANCIENT CAVE.

WITHIN THE CAVE WAS A CANE, WITH RUNES CARVED INTO IT.

I STRUCK IT ON THE GROUND...

...AND ALL THE POWER OF THE UNIVERSE FLOWED THROUGH ME.

I WAS THOR, GOD OF THE STORM!

I CONTROLLED THE LIGHTNING...

...AND THE GREAT WINDS!

I HAD BECOME THE PERSONIFICATION OF STRENGTH AND BRAVERY... THE PROTECTOR OF THE EARTH!

AS IT TURNED OUT ALL MY MEMORIES OF "DONALD BLAKE" WERE GIVEN TO ME BY THE ALL-FATHER, ODIN, IN AN ATTEMPT TO TEACH ME HUMILITY.

I FOUND THIS OUT MUCH LATER.

ODIN HAD GIVEN ME A FALSE LIFE, BUT HAD NOT COUNTED ON THE ATTACHMENTS I WOULD FORM BECAUSE OF IT.

I PETITIONED ODIN TO MAKE JANE AN IMMORTAL, BUT HE FOUND HER WANTING AND SENT HER AWAY...

...WHILE I DID NOTHING.

NOW ODIN IS SO CHANGED THAT I...

FATHER...?

CRUNCH crunch GULP

FATHER, WHAT HAS *HAPPENED* TO YOU? HOW DID YOU GET THIS WAY?

EVERYTHIN' WAS TERRIBLE... THORS ALL WERE DYING. EVERY DAY MORE OF MY PEOPLE WOULD VANISH... NOTHING I COULD DO... RAGNAROK WAS COMING...

"...I FILLED MY SWORD *RAVENSEYE* WITH MEMORIES OF OUR LIFE IN ASGARD--

--AND HURLED IT OVER THE *RAINBOW BRIDGE*, INTO THE *SWIRLING CHAOS* BELOW.

"I WAS ALONE IN A DESERTED AND CRUMBLING ASGARD. WEARINESS OVERTOOK ME AND I *SLEPT* WHERE I FELL.

"ONLY TO AWAKE IN A STINKING ALLEY AMONG THE HUMANS. MY ARMOR, JEWELS, WEAPONS AND BOOTS HAD BEEN *STRIPPED* FROM ME WHILE I SLEPT!"

"I WAS COMPLETELY ALONE.

"NO ONE WORSHIPPED ME.

"AFTER MILLENNIA OF WORSHIP, NO ONE CARED IF I LIVED OR DIED.

I AM ODIN! I GAVE YOU LIFE!

WHAT ARE YOU HIGH ON, OLD MAN?

"I WAS MOCKED...

"... AND INSULTED.

WE DON'T WANT YOUR KIND HERE, HIPPIE!

"I WAS SUITED FOR ONLY THE LOWLIEST PHYSICAL LABOR...

"... AND DISCOVERED THAT THE MEAD IN THIS WORLD WAS ESPECIALLY POTENT.

GOD IS DEAD --NIETZCHE

"IT COULD BRING A MEASURE OF PEACE AND, AT LAST, OBLIVION."

HE WAS THROWN DECADES INTO THE PAST? WHY DIDN'T HE APPROACH ME WHEN I FIRST CAME TO EARTH?

WHY DIDN'T I? WHO WANTS TO BE SEEN AS A FAILURE?

I THINK I ATE A BUG.

CAN'T YOU GET BACK TO ASGARD NOW THAT YOU'RE UP TO SPEED AGAIN?

NO, NOT WITH THE RAINBOW BRIDGE DESTROYED. IT WOULD TAKE *WEEKS*.

AND YET I FEAR *AMORA* IS TRAPPED IN THAT BATTLE-GROUND.

PERHAPS SHE IS *SAFER*...

Uh, PAL? LOOKS LIKE WE HAVE *COMPANY!*

AND BEYOND THE FIELDS WE KNOW...

COMPANY, PYLLAR! THAT'S WHAT SHE IS!

Y'R RIGHT, MROHT! FIGHTIN' MEN SUCH AS *WE* NEED A LITTLE WOMAN T'BRING OUR *SPOILS* TO!

SHE'S PLENTY LITTLE!

I DON'T UNDERSTAND.

THERE MUST BE *MORE* TO LIFE THAN *GRUEL* AND ENDLESS *DRUDGERY*.

YET I CAN'T REMEMBER *EVEN* MY OWN NAME!

BE SURE THESE ARE SCRUBBED WELL, GIRL! WE CAN'T *TRADE* 'EM 'LESS THEY'RE *CLEAN*.

Yep. IT'S GOOD TO HAVE A WOMAN T'SUPPORT!

I JUST HOPE SHE KNOWS HOW GOOD SHE'S GOT IT!

Ahh, THAT WAS A GOOD *LOOTING* EXPEDITION, eh, BROTHERS?

Aye. I *LIKE* FIGHTING *TROLLS!*

THEY *POP* SO... DO YE HEAR THAT?

MANY YEARS AGO. A CREW OF FROST GIANTS, LOADED DOWN WITH BOOTY, MEANDER THROUGH THE ENCHANTED WOODS...

HELP ME... Oh, Please... HELP ME!

THNAT WILL "SAVE" YOU, PRETTY LADY! =snicker=

NOW, GOLDILOCKS! *HURRY UP! NOW!*

TROLL

TIME FOR *LEAVE-TAKING!*

ARE YOU BACK AT THE *TRIP-ROCK,* THOR?

I REMEMBER THE *PLAN,* LOKI!

HAVE TO BE *FASTER* THAN THAT TO CATCH *ME!*

HERE'S A *SPELL* FOR YOUR TROUBLE!

C'MON!

DON'T WAIT FOR *ME!*

AVALANCHE! HELP!

RUN! AIIIIEEEE!

Oh-oh! LOOKS LIKE THEY DON'T *HAVE* PONIES TO RIDE! WE *WIN!*

A-HA HA HA HA!

GET THEM! IT WAS A *TRICK!*

A-HA HA HA HA! HAHA-A-HA HA HA HA HA HA HA!

HE'S GOT A STRONG GRASP OF THE *OBVIOUS,* DOESN'T HE?

EVEN TODAY, I CAN REMEMBER THE SMELL OF THE AIR, AND THE SOUND OF LOKI'S WILD LAUGHTER.

WE EXPECTED TO BE HEROES, BUT...

B-BUT, FATHER...

LOOK AT OUR BOOTY! WE THOUGHT YOU'D BE PLEASED...!

RASCALS! DOLTS!

NO SOONER HAD I NEGOTIATED PEACE WITH THE FROST GIANTS, THAN MY OWN SONS EMBARRASS ME THIS WAY!

HOW DARE YOU?

LOKI! THOU ART ALWAYS IN TROUBLE! IS THIS MY THANKS FOR TAKING THEE IN?

AND THOR! I KNEW THOU HADN'T MANY BRAINS!

STILL, I EXPECTED BETTER OF THEE.

WE WERE CONFINED TO THE PALACE FOR A MONTH AND FORCED TO SCRUB DOWN THE STABLES WITH CURRY BRUSHES. STILL...

...FROM ALL MY BOYHOOD, THAT DAY IS MY HAPPIEST MEMORY.

THOR? DO YOU KNOW *WHY* WE'RE COVERED IN *FROGS*?

LOKI WAS *ALWAYS* GETTING ME INTO *TROUBLE*. I WISH I HAD JUST ONCE TOLD HIM HOW MUCH I *ENJOYED* IT.

THE NOTES OF ONSLAUGHT'S MADNESS HAVE REVER-BERATED EVEN THROUGH THE PONDS AND FENS OF *THEIR* WORLD...

...I SUSPECT THEY'RE HERE TO SAY GOOD-*BYE*.

RIGHT. LIKE YOU CAN *TALK* TO FROGS!

Cheepie-Cheepie, I'il fellow...

CHEERRUP

CHEERRUP

CHEERRUP

CHEERRUP

CHEERRUP

CHEERRUP

CHEERRUP

CHEERRUP

Yiiii!

SORRY. DIDN'T MEAN TO UPSET EVERY-ONE.

JANE.

CAP TOLD ME YOU WERE CAMPING HERE. HOW'S IT GOING, BOYS?

BADLY.

ONSLAUGHT *OWNS* NEW YORK, AT LEAST FOR THE MOMENT. WE DON'T KNOW IF WE CAN WIN *THIS* ONE.

WHY ARE YOU HERE?

THERE HAVE BEEN SO MANY *CASUALTIES*. I FIGURED THEY COULD USE AN EXPERIENCED NURSE.

I'M GLAD I WAS ABLE TO FIND YOU. I SAID SOME THINGS BEFORE, DONALD...

SORRY. I'VE NEVER QUITE ACCEPTED THAT DON BLAKE WASN'T *REAL*.

HE WAS... WITH YOU.

I DIDN'T WANT... THINGS TO END THE WAY THEY DID... WHAT WE HAD... WHAT WE WERE...

LOOK WHAT I FOUND WANDERING AROUND IN THE STREET.

POWER... CUT OUT... CAR CRASHED...

DADDY...?

SO COLD... =cof=

...HURT...

HE'S IN *SHOCK*. HE NEEDS A *HOSPITAL*.

YOU KNOW WHERE ONE *IS* AROUND HERE? I SURE DON'T.

IS HE GONNA DIE?

NOT IF WE CAN HELP IT. I PACKED SOME STUFF...

LOOKS LIKE WE HAVEN'T MUCH CHOICE.

WERE YOU PLANNING ON OPENING A CLINIC?

RED... TAKE THE YOUNG LADY FOR A *WALK*, WILL YOU?

I FIGURED SUPPLIES WOULD BE *LOW*. READY FOR SOME *MEATBALL* SURGERY, *DOCTOR*...?

WE NEVER *SEEM* TO.

IT'S BEEN A LONG TIME SINCE I DID THIS... HELD A MAN'S LIFE IN MY HANDS.

IT FEELS GOOD.

BUT THEN WE ALWAYS DID. IT WAS OUTSIDE THE OFFICE WE NEVER SEEMED TO GET STRAIGHT.

RIGHT.

JANE AND I WORK TOGETHER AS ONE.

THE BLEEDING'S STOPPED.

WHO CAN YOU PRAY TO... WHEN YOU'RE THE RELIGION?

MISTER? ARE YOU THOR TOO?

Nah. HE'S THE GOODS. I'M THE BEST FRIEND.

THAT IS ALL WE CAN DO HERE. HE NEEDS AN E.R.

WE DID IT!

'COURSE WE DID. WE'RE A GREAT TEAM.

Well... I SHOULD PROBABLY GO WITH THEM TO THE HOSPITAL.

YES. YOU SHOULD PROBABLY GO...

FORTY-FIVE MINUTES LATER, WE FIND A WORKING PHONE AND CALL AN AMBULANCE.

HALF AN HOUR AFTER THAT ONE ACTUALLY ARRIVES.

JANE LEAVES WITH IT.

IF I HAD *BECOME* BERSERKER, I WOULDN'T HAVE BEEN ABLE TO HELP THAT MAN. HE WOULD'VE DIED. SO IT WAS *ALL* FOR THE BEST AFTER ALL.

IT'S CALLED "PUTTING ON THE *BEAR SHIRT*".

WHAT?

THE BEAR SHIRT. *BEAR-SERKER*, YOU SEE? A STATE OF TOTAL *RAGE* AND *STRENGTH*.

AND NO MIND.

DID I EVER MENTION THAT I WAS PROUD TO KNOW YOU?

THE RIVER'S BOILING. THERE'S SOMETHING YOU DON'T SEE EVERYDAY.

Well, it *IS* THE EAST RIVER...

ALL RIGHT. IT *IS* SOMETHING YOU SEE EVERY-DAY. STILL...

HEL.

WHAT? WHAT GETS *YOU* MAD ENOUGH TO *SWEAR?*

NO. *HELA*, GODDESS OF DEATH. MISTRESS OF HEL.

Oh.

WHAT'S HAPPENING?

THERE'S A *VOICE*... FEELINGS IN MY MIND. I THINK IT'S AN OFFER.

SHE'S SAYING I WILL DIE TOMORROW, TO GO INTO *OBLIVION* AND *NULLITY*. BUT IF I GO WITH HER TONIGHT, I WILL BE HER MATE... *FOREVER*.

PRINCE OF THE DEAD.

WHAT'S HAPPENING NOW?

I'M THINKING IT OVER.

WELL, WE SHOULD GET SOME SLEEP. BIG DAY TOMORROW.

GOOD SOUVLAKI.

LUCKY THING DEMETRIS' HAD DRY ICE FOR REFRIGERATION.

THOR... WITH ALL YOU KNOW... WITH EVERY-THING THAT COULD HAPPEN TOMORROW... IF YOU HAD IT TO DO OVER AGAIN...?

NOT A THING.

GOOD.

END.

MARVEL COMICS

X-MEN®

SEPT '96 105

WOLVERINE

SPECIAL HEROES REBORN™ UPDATE INSIDE!

APPROVED BY THE COMICS CODE AUTHORITY

ONSLAUGHT IMPACT 2

INTO THE FIRE

PANOSIAN

IT WAS MAGNETO, WHO DID IT...

...INFECTED OL' CHARLIE XAVIER WITH SOME PIECE O' HIMSELF THAT BROUGHT OUT THE DARK SIDE OF THE PROFESSOR --

KEEP IT COMIN', BOYS!

I NEED TO BE SOAKED FOR THIS WORK!

...TURNIN' HIM INTO ONSLAUGHT.

NOW IT'S UP TO THE X-MEN, THE FANTASTIC FOUR AND THE AVENGERS TO STOP THE MOST POWERFUL PSI-TALENT ON THE PLANET --

-- AN EVIL TWISTO WHO SAYS HE'S GONNA PUNISH HUMANITY!

I THINK I GOTTA LEAVE THE HEAVY ACTION TO THE BOYS AND GIRLS WHO CAN LIFT CEMENT TRUCKS WITH THEIR BRAINS AND SHOOT BEAMS OUTTA THEIR EYES.

I THINK THE OL' CANUCKLEHEAD IS BETTER SUITED TO CLEANIN' UP THE COLLATERAL DAMAGE.

TRAVERSE THAT LADDER! THERE'S A KID UP THERE!

FACES IN THE FIRE

Larry Hama
SCRIPT

Val Semeiks
PENCILS

Chad Hunt
with V. Russell & H. Candelario
INKS

Richard Starkings and Comicraft
LETTERS

Chris Lichtner & Joe Andreani
COLORS

Malibu
ENHANCEMENT

Bob Harras
EDITOR AND CHIEF

WHERE? I CAN'T SEE *BUPKIS* THROUGH THE SMOKE!

SIXTH FLOOR!

MOOOOMMMY!

THE BOOM EXTENSION WON'T REACH IT!

GET THE *NET!*

SEAN!

I THOUGHT HE WAS RIGHT BEHIND ME!

HE WENT BACK FOR *Mr. WINKY*, MOM!

THERE'S *TWO* TRAPPED UP THERE?

CAN YA GET THE KID TO *JUMP?*

THE NET'S TWO BLOCKS AWAY! OUR RESOURCES ARE *STRETCHED* --

THEN IT'S UP TO *ME* --

IT'S NO USE! THE LADDER DOESN'T *REACH* --

THAT'S WHY I TOOK A *RUNNIN'* START --

... I JUST HOPE IT WAS ENOUGH!

WHUP

WHUP

JUST BARELY!

HEY, KID!

WHERE YA RUNNIN' OFF TO?

YA GOTTA HELP ME FIND MR. WINKY!

COME ON, SEAN --

SNIFF!

HARD TRACKIN' A SCENT IN THIS SMOKE, BUT THE OL' SNIFFER IS STILL UP TO IT!

SEAN --!

... WE GOTTA BOOK OUTTA HERE, YOUR MOM IS WAITIN' ON YA!

YOU'RE NOT A *FIREMAN!*

MY MOMMY TOLD ME NEVER TO TALK TO *STRANGERS!*

HOW COME YOU GOT A *MASK?*

YOUR MOMMY WAS RIGHT, BUT I'M WEARIN' A MASK 'CAUSE I'M A *SUPER HERO...*

...AND YOUR MOMMY TOLD ME YOU CAME BACK FOR MR. WINKY.

IS MR. WINKY SOMEWHERE IN THE APARTMENT?

IS HE AN OLD MAN?

Mr. WINKY IS A *BEAR,* SILLY!

HE MUST BE PRETTY SPECIAL FOR YOU TO COME BACK FOR HIM, HUH?

UH-HUH!

LET'S GET YOU **BOTH** OUTTA HERE!

ARE WE GONNA *JUMP* OUT THE WINDOW, MISTER?

IF THE WAY BACK THERE IS CLEAR --

SLAM!

-- WHICH IT AIN'T!

THAT WHOLE *FLOOR* IS *COLLAPSING!*

MOVE THE *PUMPERS* BACK!

SEAN! MY *SEAN* IS STILL UP THERE!

WHERE'S THE *FIRE STAIRS*, SEAN?

OUT IN THE *HALL!*

WHICH WAY? RIGHT OR LEFT?

THAT WAY! NO --

-- I MEAN *THAT* WAY -- I DON'T *KNOW*, MISTER!

I'M NOT A SUPER HERO, SILLY!

WE CAN FIX THAT...

...THERE. YOU GOT THE *MASK*, YOU'RE THE *HERO*.

ARE WE GONNA *DIE*, MISTER?

WE'RE SUPER HEROES, SEAN. WE CAN'T DIE!

THIS WAY!

OVER HERE!

SHAKE A LEG --

-- YA DON'T WANNA GET BURNT UP, DO YA?

HUH? SOMEBODY ELSE IS UP HERE?

CAN'T SEE --

-- SMOKE'S TOO THICK!

GRAB THE STICK!

HOW CAN YOU SEE THROUGH ALL THIS?

GOT ME A KNACK.

THAT DON'T EXPLAIN --

YA TALK TOO MUCH, BOY --

-- WATCH YER STEP, WE GOT STAIRS COMIN' UP!

IT'S GETTIN' HOTTER!

USUALLY *DOES* WHEN YA GETS *CLOSER* TO A *FIRE.*

WHU?

YOU'RE LEADIN' US *THROUGH* THE *FIRE?*

THIS IS THE *ONLY* WAY OUT. YOU COMIN' OR *NOT?*

LISTEN UP, SEAN --

-- GONNA COVER YA UP WITH THIS WET SHIRT.

YOU TAKE A DEEP BREATH THROUGH THE WET CLOTH AND HOLD IT. OKAY?

OKAY!

YOU HANG ON TIGHT. AND YOU DON'T WORRY NONE --

-- 'CAUSE I'M GONNA GET YOU OUT O' THIS!

THAT'S A *PROMISE!*

I BEEN THROUGH THIS BEFORE --

-- WHEN I PULLED *ELSIE DEE* FROM THAT BURNING WAREHOUSE IN VENICE, CALIFORNIA.

YOU BETTER PUT A *MOVE* ON, OR YOU ARE LOOKIN' AT *BRIQUETTE CITY!*

BUT THAT WASN'T NO *SIX FLIGHTS* O' BURNIN' STAIRS! CAN YOU TELL ME A LITTLE MORE?!

THESE STAIRWELLS ARE SUPPOSED TO BE *FIRE-PROOF* --

-- YEAH! LIKE A RAT'S HEINIE! *HA!*

THE STINK IN MY NOSTRILS IS MY OWN HAIR BURNIN' --

EXIT LOBBY

ONLY ONE MORE FLOOR TO GO, BOY.

-- AND THAT CRACKLIN' SOUND IS MY BODY FAT SIZZLIN'!

HANG TOUGH, SEAN --!

-- WE'RE IN THE *HOME STRETCH!*

HE *MADE* IT!

IS THE *KID* --?

NYFD

-KOFF!-
-KOFF!-

MOMMY!

GO FOR IT, SEAN.

GOOD LORD!

Oh, THANK *HEAVENS!*

WHERE IS THE MAN WHO SAVED MY SEAN? I WANT TO --

MA'AM, BELIEVE ME, YOU DON'T WANT TO BE SEEING THIS --

HE -- HE SHOULDN'T EVEN BE *ALIVE!*

C-CAN'T LIFT NO CEMENT TRUCKS WITH MY BRAIN --

-- CAN'T SHOOT BEAMS OUTTA MY EYES --

-- BUT WHAT I GOT --

-- IS A MUTANT HEALIN' FACTOR!

SURE WISH I HAD A *PAIN SUPPRESSION* FACTOR BUILT IN, THOUGH!

YOU'RE SOME KIND OF *HERO*, MISTER...

NOSSIR.

A HERO IS A GUY WHO DOES THIS JOB EVERY DAY --

-- LIKE *YOU*, BUB.

NOW, WET ME DOWN AGAIN!

YOU'RE NOT GOING *BACK* IN THERE?

THERE'S SOME CRAZY OL' COOT INSIDE!

IF IT WASN'T FOR HIM, ME AND THE KID WOULD BE UP IN SMOKE --

-- SO, I OWE HIM, YA SEE!

MISTER!

YOU CAN'T BE A HERO WITHOUT YOUR *MASK!*

THANKS, SEAN --

-- DON'T WANNA GET RECOGNIZED BY THE BAD GUYS, RIGHT?

RIGHT!

ARE YOU CAP'N AMERICA?

THEY CALL ME *WOLVERINE!*

WOOVER- *WHO?*

WHERE ARE YA, OLD MAN?

THIS WHOLE PLACE IS GONNA COME DOWN, ANY MINUTE!

A GLUTTON FER PUNISHMENT, AIN'T YA?

YA MIGHT AS WELL COME DOWN NICE AND EASY --

-- 'CAUSE I'M TAKIN' YA OUTTA HERE ONE WAY OR THE OTHER.

GOIN' FOR THE ROOF, HUH?

THAT JUST MAKES IT A LOT SIMPLER!

GAME'S OVER, OLD MAN! TIME TO --

THWACK

GRRRRR

SCHLIKT

YOU GONNA *CLAW* ME UP? I THOUGHT YOU WUZ HERE TO *RESCUE* ME?

THAT'S WHAT I AIM TO DO, YA CRAZY OL' COOT. EVEN IF I HAVE TO DRAG YOU OUT *UNCONSCIOUS!*

I MAY BE A LOT O' THINGS, BUT *CRAZY* AIN'T ONE OF THEM --

-- AND WHAT MAKES YOU THINK YOU CAN *KNOCK ME OUT?*

LISTEN, BUB, YOU'RE GETTIN' SAVED WHETHER YOU LIKE IT OR NOT!

KA-THUK

YA DON'T KNOW WHO I AM, Huh?

THOOM

WHAT ARE YA, *THICK?*

YA BEEN AN *ANIMAL* SO LONG YA CAN'T USE THE OL' *NOODLE* NO MORE?

THWAM

YA CAN'T FIGGER OUT *WHO* OR *WHAT* I AM?

YOU'RE *STICK.*

YOU WERE SENSEI TO *ELEKTRA* AND MASTER O' THE *CHASTE...*

...AND WHAT YOU ARE IS *DEAD.*

YEAH, WELL, I DON'T LET A LITTLE THING LIKE BEIN' DEAD KEEP ME *DOWN* IF YA KNOW WHAT I MEAN!

AND ANYWAY, IF I'M PUSHIN' UP DAISIES SOMEWHERE --

-- HOW CAN I BE STANDING HERE GOIN' UPSIDE YOUR HEAD WITH A BO STAFF?

YOU AIN'T CONNECTIN' WITH YER STICK NO MORE, BUB!

AND MAYBE YOU AIN'T DEAD IN THE WAY WE KNOW IT, BUT YOU SURE AIN'T ALL *ALIVE!*

IS THAT WHY YOU AIN'T COUNTER-ATTACKING?

BECAUSE THERE AIN'T NO USE IN ATTACKIN' A GHOST?

YOU AIN'T NO *GHOST*, EITHER.

YOU'RE LIKE SOMETHIN' *VIBRATIN'* ON ANOTHER PLANE --

-- LIKE MAYBE YA GOT TO THIS STATE *BEFORE* YOU DIED!

NOW AIN'T *THAT* ASTUTE!

BUT WE AIN'T HERE TO DISCUSS *MY* STATE OF BEIN' AS IT WERE.

NO, THAT AIN'T OUR BUSINESS HERE AT ALL!

I KNOW THAT.

YOU'RE HERE TO PUT THE FINAL POLISH ON WHAT ELEKTRA DID TO ME --

-- PUT ME BACK THE WAY I WAS. MAKE ME A *MAN* AGAIN --

-- MAKE ME UNDERSTAND THAT WITHOUT *HUMILITY*, THERE AIN'T NO *PRIDE* --

-- WITHOUT *FEAR* THERE AIN'T NO *BRAVERY* --

-- WITHOUT *IGNORANCE* THERE AIN'T NO *LEARNIN'*!

WHAT AM I, THE TRAVELING MENDICANT SCHOOL TEACHER?

I CAN'T TEACH YOU ANY O' THAT STUFF!

I CAN'T PUT YOU BACK THE WAY YOU *USED* TO BE --

-- I CAN'T PUT YOUR FEET BACK ON THE *PATH* FOR YA!

ELEKTRA CAN'T PUT YOUR FEET BACK ON THE PATH FOR YA.

ANY MASTER, SENSEI, GURU OR MOTIVATIONAL SPEAKER WHO SAYS THEY CAN DO THAT FOR YA IS BLOWIN' HOT AIR!

ALL ELEKTRA CAN DO, ALL I CAN DO, IS TELL YA THAT THE PATH *EXISTS!*

YOU GOTTA FIND IT *YOURSELF* --

-- *YOU* GOTTA GET YOURSELF *ON* IT --

-- AND *YOU*, MY FRIEND, ARE THE ONE WHO HAS TO BRING HIMSELF *BACK* FROM THAT PLACE WHERE THE ANIMAL HOWLS AND THE RED RAGE *LIVES!*

HOW CAN I DO THAT?

ALL THIS WAS DONE TO ME! I GOT NO CONTROL OVER IT!

MAGNETO PULLED THE ADAMANTIUM OUTTA ME AND EVERYTHING WENT DOWNHILL FROM THERE!

WRONG!

WHEN MAGNETO TOOK THE METAL OUTTA YOU, *YOU* WERE THE ONE WHO GAVE UP ON KEEPIN' YOURSELF TOGETHER!

HE PUT THE *FEAR* IN YOU, AND IT *ERODED* YER SOUL, AND IT MADE YA FORGET THAT EVERY SECOND OF OUR LIVES WE GOTTA *FIGHT* TO KEEP FROM SLIPPIN' BACK INTO BEIN' THE ANIMALS WE *REALLY* WANT TO BE!

THAT'S WHAT MAKES US *MEN!* IT AIN'T NO *GIFT!*

YOU AND YOUR FRIENDS ARE GOIN' UP AGAINST A POWER YOU CAN'T EVEN COMPREHEND!

ONSLAUGHT'S GONNA HANG YOU ALL OUT TO *DRY,* UNLESS YOU GET YOUR ACTS TOGETHER --

-- AND THE ONLY WAY TO DO THAT IS TO HELP *YOURSELVES!*

YOU AIN'T NO *ANIMAL,* LOGAN, AS LONG AS YOU STRIVE TO BE BETTER THAN YOU ARE, AS LONG AS YA FOLLOW YOUR *HEART!*

WHAT GOOD IS ALL THAT YA JUST RAN DOWN --

-- IF I AIN'T GONNA LIVE THROUGH THIS HERE MESS I'M IN?

IF YA JUMP WHERE I'M *POINTIN'*, YOU'LL *LIVE.*

HOW CAN I *BELIEVE* YA?

YOU GOT A *CHOICE*, BOY?

A MAN'S ALWAYS GOT A CHOICE --

-- AND I'M CHOOSIN' TO *TRUST* YA!

HE'S *SAFE!*

WHAT WAS HIS NAME, MOMMY?

VALVOLINE? SOMETHING LIKE THAT?

THERE YOU ARE!

BEEN LOOKING ALL OVER FOR YOU!

TORCH!

HOT ENOUGH FOR YA AROUND HERE?

VERY FUNNY -- *NOT!*

EVERYBODY IS REGROUPING OVER AT FOUR *FREEDOMS PLAZA!*

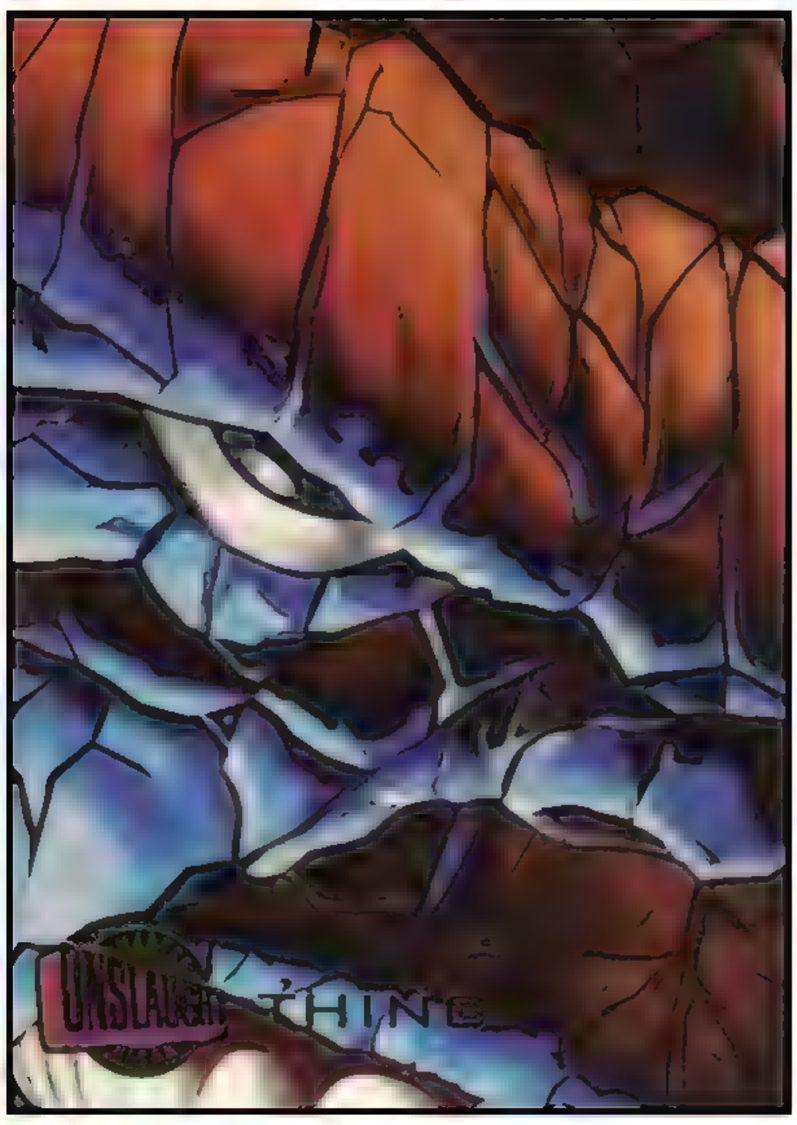
WE ARE GOING TO COORDINATE OUR OFFENSIVE AGAINST *ONSLAUGHT!*

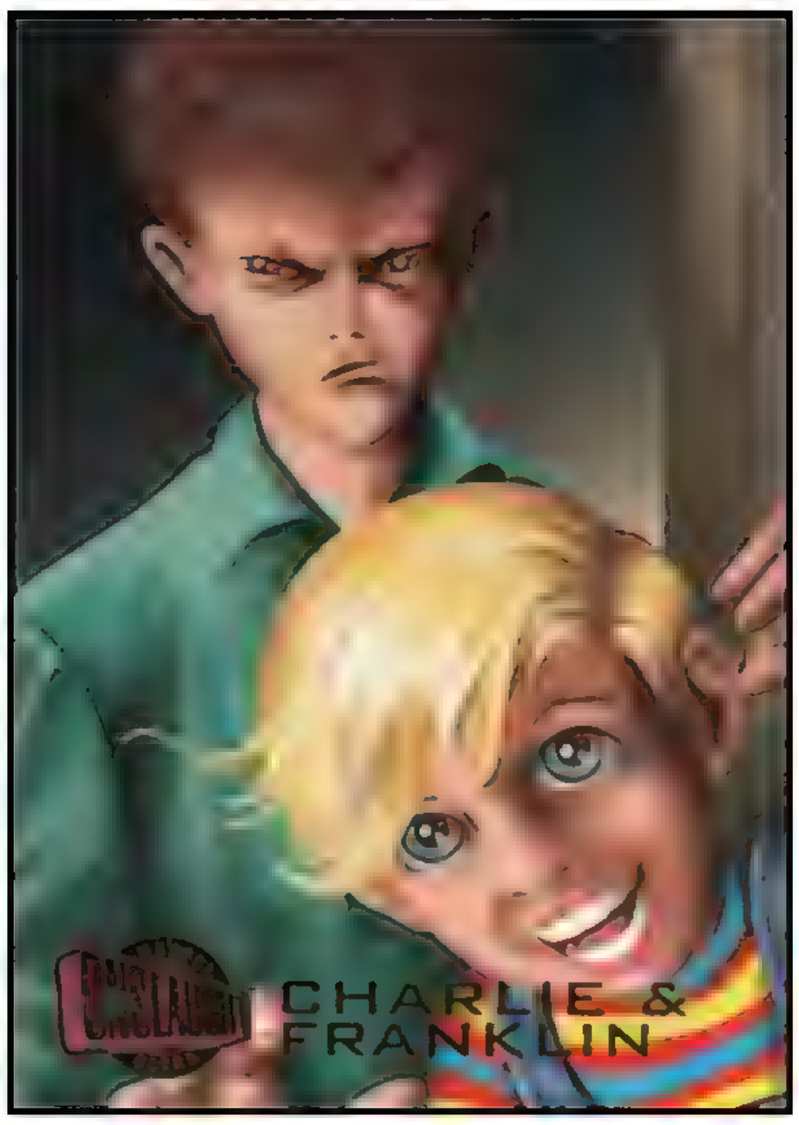
THE HEROES GATHER FOR ONE FINAL ASSAULT ON ONSLAUGHT IN:

MARVEL ONSLAUGHT UNIVERSE

AND, IN 30 DAYS, WOLVERINE AND ELEKTRA GO HOME AGAIN!

Marvel Ultra Onslaught 1996 **trading-card art by Adam Kubert, David Chlystek, Jeff Matsuda, John Czop, Yancey Labat, Craig White, Digital Chameleon, Jung Choi, Chris Chuckry & Regie Milburn**





THE WORLD'S GREATEST COMIC MAGAZINE!

MARVEL COMICS

Fantastic Four

SEPT '96 416

Fantastic Four

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Fantastic Four

SEPT '96 416

Capt'n Pacheco '96 to Joseph Witzberger + B.U.!

ONSLAUGHT

PHASE 2

4-A HEAVILY SHIELDED BRIEFING ROOM SOMEWHERE IN THE BALKANS...

BEHOLD, EXCELLENCY--! OUR SPY SATELLITE MANAGED TO TRANSMIT THE FOLLOWING *PHOTOS* BEFORE IT WAS DISABLED BY A POWERFUL *ELECTROMAGNETIC PULSE.*

AN ARMY OF SENTINEL-CLASS ROBOTS HAS APPARENTLY TURNED AGAINST *HUMANITY* AND INVADED *NEW YORK CITY.*

MANY OF THE CITY'S *COSTUMED HEROES* HAVE BANDED TOGETHER IN RESPONSE, AND --

YOU NEEDN'T BELABOR THE *OBVIOUS*, FOOL!

THAT PICTURE SPEAKS FOR ITSELF.

I BELIEVE THESE ROBOTS WERE ORIGINALLY DESIGNED TO COMBAT SUPER-POWERED *MUTANTS.*

YES... *EXACTLY...* AND OUR OPERATIVES THINK A *MUTANT* IS BEHIND THIS INVASION.

AN INDIVIDUAL CALLED *ONSLAUGHT!*

BY MEANS WE HAVE YET TO DETERMINE, HE CAUSED A MASSIVE *CITADEL* TO MATERIALIZE WITHIN NEW YORK'S CENTRAL PARK --

-- AND HE IS ALSO THE AUTHOR OF THE *EMP*④ WHICH IMMOBILIZED THE CITY AND OUR SATELLITE.

④ ELECTRO-MAGNETIC PULSE.

FASCINATING.

ANYONE WHO CAN SHAPE AND MANIPULATE MAGNETIC FIELDS OF SUCH MAGNITUDE SURELY POSSESSES POWER WHICH RIVALS --

-- OR EVEN SURPASSES -- *MAGNETO*, THE SELF-STYLED MASTER OF *MAGNETISM.*

POWER ON THAT LEVEL SHOULD ONLY BE WIELDED BY *DOCTOR DOOM.*

HAVE YOU ANYTHING FURTHER TO REPORT?

INDEED, MASTER. ACCORDING TO OUR SOURCES, *ONSLAUGHT* HAS ALLEGEDLY KIDNAPPED *FRANKLIN RICHARDS.*

THE *SON* OF MY GREATEST ENEMY?

THIS IMPUDENT MUTANT MAY REQUIRE...

... MY PERSONAL ATTENTION.

THE FABULOUS FANTASTIC FOUR FACE THEIR GREATEST CHALLENGE!

Stan Lee Presents

UNFINISHED BUSINESS

TOM DEFALCO *Writer*
CARLOS PACHECO *Penciler*
BOB WIACEK *Inker*

Ink Assists CANDELARIO/RUSSELL/MILGROM
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MALIBU *Enhancement*
RS/COMICRAFT/KF *Lettering*
SUZANNE GAFFNEY *Editor*
BOB HARRAS *Chief*

4F FOR THE PAST SEVERAL HOURS, SUSAN RICHARDS HAS SUPERVISED THE MAKE-SHIFT TRIAGE CENTER WITHIN FOUR FREEDOMS PLAZA...

WITH STOIC PROFESSIONALISM, SHE HAS ATTENDED TO THOSE RECENTLY WOUNDED IN THE BATTLE AGAINST THE FORCES OF ONSLAUGHT.

HER STRENGTH IS AN INSPIRATION TO ALL.

UNFORTUNATELY, IT IS ONLY A FACADE...

FRANKLIN MUST HAVE LEFT THESE TOYS IN HERE BEFORE...

Oh, GOD! WHY DID THAT DOOSTER STEAL MY SON?

I CAN'T LOSE HOPE! MUSTN'T DESPAIR!

B-BUT HOW MUCH LONGER CAN I CARRY ON --

-- WITHOUT KNOWING IF MY BABY'S DEAD OR ALIVE?!

IF ONLY FRANKLIN COULD FIND A WAY TO SEND US A SIGNAL, OR --

SCOTT! WHAT DO YOU THINK YOU'RE DOING?

I... I'M TRYING TO SIT UP, SUSAN.

Y-YOU AND THE OTHERS NEED ALL THE HELP YOU CAN GET... AND THERE'S GOTTA BE SOMETHING I CAN DO... EVEN IN MY PRESENT CONDITION.

A WAVE OF NAUSEA SWEEPS OVER SCOTT LANG.

HE'S LUCKY TO BE ALIVE.

AS ANT MAN, HE WAS WEARING HIS CYBERNETIC HELMET WHEN ONSLAUGHT'S EMP SWEPT ACROSS THE CITY -- AND ALMOST FLASH-FRIED HIS BRAIN.

I APPRECIATE THE OFFER, BUT YOU NEED TO *REST* AND REGAIN YOUR *STRENGTH.*

WOULDN'T YOU AGREE, *Dr. McCOY?*

YES... THAT... SOUNDS RIGHT TO ME!

I MUST ADMIT, AFTER MY TRAUMATIC EXPERIENCES OF LATE...

... I COULD BENEFIT FROM THE SAME PRESCRIPTION...

UNBEKNOWNST TO HIS CURRENT COMRADES, HANK McCOY WAS THE KIDNAP VICTIM OF HIS EVIL DOPPELGANGER FROM THE AGE OF APOCALYPSE, AND WAS RECENTLY RESCUED BY X-FACTOR.

I... I FEEL SO USELESS... SO HELPLESS!

AND I'M WORRIED ABOUT MY DAUGHTER.

CASSIE'S IN GOOD HANDS. *KRISTOFF* IS WATCHING OVER HER.

S'FUNNY! HE AND I HAD OUR DIFFERENCES, BUT I DON'T DOUBT HE'LL PROTECT HER WITH HIS LIFE.

I... REALLY WISH I HAD TAKEN THE TIME TO GET TO KNOW HIM BETTER.

WE ALL HAVE OUR *REGRETS*, SCOTT...

... EVERYONE OF US HAS WASTED TIME WHICH COULD HAVE BEEN PUT TO BETTER USE.

WE CAN ONLY HOPE WE'LL GET ANOTHER CHANCE TO *CORRECT* THOSE MISTAKES.

WE'LL *GET* THAT CHANCE! I *SWEAR* WE WILL!

ONSLAUGHT MAY BE THE MOST POWERFUL *ESPER* THIS WORLD HAS EVER SEEN --

-- BUT I'M WORKING ON A NEUROMANTIC DISRUPTER WHICH SHOULD SHATTER THE PSIONIC STRANGLEHOLD HE HAS OVER THIS CITY.

EVEN *IF* IT WORKS --

-- YOU *MUSTN'T* CONFRONT HIM, REED.

ARE YOU *INSANE*, NATHANIEL?!

ARE YOU SERIOUSLY SUGGESTING THAT WE *ABANDON* THIS FIGHT... WHILE *FRANKLIN* IS STILL HELD PRISONER?!

I'M *WARNING* YOU... FOR YOUR OWN GOOD!

HAVE YOU FORGOTTEN THAT I'VE TRAVELED THROUGH *TIME*?!

I'VE SEEN THE *FUTURE*, SUSAN!

THE *FANTASTIC FOUR* -- AND MANY OF THEIR FRIENDS -- ARE DESTINED TO BE *OBLITERATED* DURING THE FINAL BATTLE WITH *ONSLAUGHT*!

IF YOU *TRULY* WISH TO LIVE...

... FLIGHT IS YOUR ONLY OPTION!

PERHAPS... THE OLD COOT HAS A POINT.

NO! IF I'VE LEARNED ANYTHING OVER THE PAST YEAR...

... IT'S THAT MY FATHER-IN-LAW HAS A TENDENCY TO *TWIST* FACTS TO HIS OWN ADVANTAGE.

THERE ARE AN INFINITE NUMBER OF *TIME-LINES*, Mrs. RICHARDS.

NATHANIEL MAY HAVE MERELY BEEN MISTAKEN.

ANYTHING'S POSSIBLE, BISHOP.

BUT I'VE NEVER HELD MUCH STOCK IN *DESTINY.*

I BELIEVE WE *DETERMINE* OUR OWN FUTURES... WITH EVERY NEW *DECISION.*

SPEAKING OF DECISIONS, *REED RICHARDS...* YOU AND I HAVE BEEN PUTTING TOO MANY ON HOLD.

I THINK IT'S HIGH TIME WE THOUGHT ABOUT WHAT THE *FUTURE* HOLDS FOR US --

-- AND FOR OUR *FAMILY!*

HE IS ALONE.

AND MORE THAN A LITTLE FRIGHTENED.

BUT, THOUGH THIS CHILD HAS SUFFERED TORMENTS WHICH WOULD CRUSH MOST ADULTS --

-- FRANKLIN RICHARDS WILL NOT YIELD TO DESPAIR.

HIS PARENTS WILL COME.

HIS FAITH IN THEM IS BEYOND QUESTION.

AND SO, HE CONCENTRATES...

ONSLAUGHT RECENTLY TAUGHT THIS MUTANT CHILD A SIMPLE TRICK.

A METHOD OF USING HIS MIND TO REACH ANOTHER.

A PLOY WHICH WAS THEN UTILIZED TO ENSNARE THE MUTANT KNOWN AS X-MAN.[4]

BUT FRANKLIN LEARNED HIS LESSON WELL.

EVEN NOW HE URGENTLY ATTEMPTS TO CONTACT HIS FAMILY, PROJECTING COMFORTING IMAGES OF HIMSELF.

IT IS A DESPERATE, BUT HEROIC ACT.

EXACTLY THE KIND ONE WOULD EXPECT FROM A CHILD RAISED BY THE FANTASTIC FOUR!

[4] SEE X-MAN #19. -- Suzanne.

HIGH ATOP HIS CITADEL WITHIN NEW YORK'S CENTRAL PARK, ONSLAUGHT INSTANTLY SENSES FRANKLIN'S PLAN...

FOR THE BRIEFEST OF MOMENTS, HE CONSIDERS INTERCEPTING THE CHILD'S THOUGHT PROJECTIONS.

BUT THEN, A CRUEL SMILE DANCES ACROSS HIS LIPS...

HE WILL ALLOW THESE IMAGES TO REACH FRANKLIN'S PARENTS --

-- BUT NOT IN THE MANNER THE MUTANT CHILD INTENDS!

THIS IS SOO BORRINGG!

MAYBE, HAWKEYE...

... BUT SOMEONE'S GOT TO KEEP AN ADVANCE EYE OUT FOR ONSLAUGHT.

I AGREE, ICEMAN... ONSLAUGHT'S CITADEL HAS TO BE WATCHED...

... BUT IT OUGHTTA BE SOMEONE ELSE.

THIS IS A WASTE OF MY TALENTS.

I'M A MAN OF ACTION. A FIGHTER... NOT A WATCHER!

Uh-Oh...

... LOOKS LIKE YOU'RE ABOUT TO GET YOUR WISH!

NO! No! IT ISN'T POSSIBLE!

I'M AFRAID IT IS QUITE POSSIBLE, HAWKEYE.

ONSLAUGHT'S GOT MORE TRICKS THAN YOU'VE GOT ARROWS!

MEANWHILE, WITHIN FOUR FREEDOMS PLAZA...

WHAT'S HAPPENED TO US, REED?

WE HAD A CLASSIC FAIRY-TALE ROMANCE.

THIS CAN'T BE OUR VERSION OF *"HAPPILY EVER AFTER"*...

THINGS ARE BOUND TO IMPROVE, SUSAN.

ARE THEY?

Y-YOU AND I... ARE WE *GOOD* PARENTS?

Oh, WE LOVE FRANKLIN, AND TREAT HIM WELL...

... BUT WHEN I THINK OF ALL THE TIMES HE'S BEEN ENDANGERED --!

IT JUST ISN'T FAIR!

YOU'RE RIGHT, OF COURSE!

WE'RE THE ONES WHO CHOSE TO FORM THE *FANTASTIC FOUR!*

OUR SON SHOULDN'T SUFFER FOR OUR DECISIONS.

BUT WHAT CAN WE DO? WE HAVE A ***RESPONSIBILITY*** TO THE WORLD.

WHAT ABOUT OUR RESPONSIBILITY...

... TO OUR SON?!

SUSAN, WHEN THIS IS OVER --

-- WHEN FRANKLIN'S SAFE AND ONSLAUGHT'S DEFEATED --

-- I PROMISE THAT THE THREE OF US WILL TAKE A SABBATICAL --

-- UNTIL WE'VE FOUND AN ***ANSWER*** WE CAN ALL LIVE WITH.

THANK YOU, MY DARLING. I- I'M JUST SO WORRIED.

I LOVE YOU SO MUCH!

AND I LOVE YOU!

4 NOT FAR AWAY...

WHOOPS! ALMOST BLUNDERED INTA JOHNNY 'N' LYJA... AND IT DON'T TAKE NO GENIUS TO SEE THEY WANNA BE ALONE!

NEVER THOUGHT I'D SAY IT... BUT I HOPE THOSE KIDS CAN FINALLY SETTLE THEIR DIFFERENCES. THEY BELONG TOGETHER!

AN' I'D LIKE TO SEE SOMEONE ON THIS TEAM SNAG A LI'L HAPPINESS.

BEN --!

TURNING AT THE SOUND OF HIS NAME, THE THING'S EYES GO WIDE AT THE UNEXPECTED SIGHT OF PHILIP AND ALICIA MASTERS...

I HOPE YOU DON'T MIND THE SURPRISE VISIT.

ROBERTA, YOUR ROBOT RECEPTIONIST, SAID IT WOULD BE ALL RIGHT TO COME IN WITHOUT AN ESCORT.

WITH ALL'A THE TROUBLE OUTSIDE, WE'VE BEEN GETTIN' PLENTY'A DROP-INS --

-- SO REED PROGRAMMED'ER TO ADMIT ANYONE WE'D CONSIDER A FRIEND.

I KNOW THAT HARDLY APPLIES TO THE PUPPET MASTER...

... BUT IT LOOKS LIKE THE END OF THE WORLD, GRIMM, AND... WELL... I WAS HOPING THE FF COULD USE MY HELP.

A VERY GENEROUS OFFER, PHILIP --

-- AND THERE'S CERTAINLY ROOM IN OUR TRIAGE CENTER FOR AN EXTRA PAIR OF HANDS.

WELCOME BACK, ALICIA.

IT'S GOOD TO HEAR THE SOUND OF YOUR VOICE, SUSAN.

SHOULD MY STEP-DAUGHTER JOIN US, Mrs. RICHARDS?

Uh... NO... I THINK SHE'LL DO MORE GOOD... RIGHT WHERE SHE IS!

ELSEWHERE IN FF HEADQUARTERS...

YOUR FATHER WILL BE FINE, *MISS CASSIE.*

I'M MORE CONCERNED ABOUT YOUR *CLASSMATE...*

YOU MEAN *DONALD HALBERG?*

I FINALLY CONVINCED HIM TO TAKE HIS PROBLEMS TO A *TEACHER.*

THE SCHOOL OFFICIALS CONTACTED HIS MOTHER, AND ARRANGED FOR HER AND DONALD TO MOVE INTO A SHELTER.

I HEAR HIS FATHER'S GOING FOR *COUNSELING.*

IF THE *FATHER* WAS MISTREATING DONALD, WHY DIDN'T THE MOTHER AND CHILD *MOVE OUT?*

KRISTOFF, FOR A GUY WHO'S SUPPOSED TO BE A SCIENTIFIC GENIUS...

... YOU CAN BE SUCH A *DWEEB* WHEN IT COMES TO THE REAL WORLD.

THOUGH HE IS ONLY TWELVE YEARS OLD --

-- KRISTOFF VERNARD HAS BEEN ARTIFICIALLY IMPLANTED WITH THE MEMORIES, PERSONALITY AND KNOWLEDGE OF THE DREADED DOCTOR DOOM.

AN ADULT IN MANY WAYS, HE IS STILL ONLY A CHILD...

UH... WHAT'S A *DWEEB?*

EVEN BEFORE CASSIE LANG CAN RESPOND --

... A BLINDING FLASH FILLS THE ROOM!

I'M AFRAID YOUR *VOCABULARY LESSON --*

-- AND YOUR *LIFE --*

-- *ARE ABOUT TO COME TO A RATHER ABRUPT END, YOUNG MAN!*

W-WHO ARE YOU --?!

HE'S *KANG THE CONQUEROR* -- A MERCILESS DICTATOR FROM THE DISTANT FUTURE!

TAKE COVER, CASSIE!

WHY ARE YOU *HERE*, CONQUEROR?

ISN'T IT OBVIOUS?

I WISH TO STRIKE AT MY RIVAL, *DOOM* --

-- BY DESTROYING HIS DESIGNATED *HEIR!*

RELEASING AN UNEXPECTED PLASMA BURST, KANG DRIVES KRISTOFF TO HIS KNEES, BUT THEN...

SMAKK

ORRK!

YOU WON'T FIND ME A HELPLESS TARGET, KANG!

THOUGH *WE* HAVE NEVER MET, I POSSESS MY MASTER'S MEMORIES OF YOU, AND YOU SEEM...

...ODDLY DIFFERENT!

YOU SURELY WOULD HAVE *KILLED* ME HAD IT NOT BEEN FOR MY PERSONAL *FORCE-FIELD*, BUT YOU SHALL NOT BE SO -- *WHA?!*

W-WHERE DID HE *GO?*

I CANNOT SAY! HE WAS AS SOLID AS *ROCK* ONE MOMENT, AND THEN --

-- AS INSUBSTANTIAL AS A *MIRAGE!*

-- OR ARE YOU STILL THE *THING?*

I HAD HEARD THAT YOU FOUND A WAY TO CHANGE BACK TO *BEN GRIMM.*

IT'S *TRUE,* ALICIA BABY. THANKS TA THAT ALIEN GIZMO OVER YONDER, I CAN SWITCH BACK'N' FORTH.

YOU FINALLY GOT YOUR *WISH,* BEN.

A CHANCE TO LIVE A NORMAL LIFE...

I-IS THIS A *DREAM* --

... AND STILL BE A PART OF THE FANTASTIC FOUR.

YOU MUST BE SO *HAPPY!*

NOT QUITE, BABE! NO MATTER WHAT THIS CREEP LOOKS LIKE ONNA OUTSIDE --

-- HE'LL ALWAYS BE AN IGNORANT, UGLY BRUTE!

FEAR

DOUBT

HAT

GET *DOWN,* ALICIA! SOME CREEP JUST POPPED OUTTA NOWHERE --

-- AND HE SEEMS TO KNOW EXACTLY WHAT I'M THINKING.

INDEED HE *DOES,* YOU PITIFUL GARGOYLE...

IS HE NOT THE CREATION OF THE *PSYCHO-MAN*, THE MASTER OF EMOTIONS?

IT IS USELESS TO STRUGGLE!

DOUBT

HATE

THE CREATURE WHICH NOW SEEKS TO CRUSH YOU IS POWERED BY YOUR OWN *FEARS*, YOUR OWN *DOUBTS* AND *INSECURITIES!*

Y-YA REALLY CAUGHT ME AT A BAD TIME, CHUCKLES!

AFTER FACIN' OFF AGAINST A LIVIN' POWERHOUSE LIKE *ONSLAUGHT*, YER A WALK INNA PARK!

YOUR WORDS EXPRESS FAR MORE CONFIDENCE THAN YOU *FEEL*, GRIMM.

H-HE AIN'T KIDDIN'! BUT I CAN'T GIVE UP!

CAN'T PASS OUT!

NOT WHILE ALICIA'S IN DANGER!

I GOTTA DIG *DEEP* --

-- AN' SOMEHOW FIND THE *STRENGTH* 'N *COURAGE* --

-- TO *OVERTHROW* EVERY ANXIETY I EVER HAD ABOUT MYSELF, BECAUSE --

IT'S CLOBBERIN' TIME!

WHAT WAS THAT *CRASHING SOUND?*

BEN'S PROBABLY BLOWING OFF STEAM WITH HIS *WEIGHTS.*

JOHNNY, I... I REALLY WANT TO *APOLOGIZE* TO YOU... BUT I DON'T EVEN KNOW *WHERE* TO BEGIN.

I... I'M SO ASHAMED OF THE WAYS... I'VE LIED... AND DECEIVED YOU.

I WOULDN'T BLAME YOU FOR *HATING* ME!

I'VE *TRIED*, LYJA --

-- GIVEN IT MY ALL --

-- BUT THERE'S NO WAY I COULD EVER HATE YOU!

D-DO YOU THINK YOU COULD EVER FIND IT IN YOUR HEART TO --

-- FORGIVE ME?

ALREADY DONE --

-- AND MY HEART STILL HAS PLENTY OF ROOM FOR YOU!

VERY *TOUCHING*, STORM --

-- BUT YOUR CRASS HUMAN LIPS WON'T *DISGRACE* A WOMAN OF MY RACE!

HAVEN'T YOU *HEARD*, SUPER SKRULL?

THE *HUMAN TORCH* AND THE FAIR *LYJA* WERE ONCE MARRIED.

BUT THAT WAS ONLY SO SHE COULD *SPY* ON THE FANTASTIC FOUR!

SUPER SKRULL --

-- *AND* *PAIBOK*, *THE POWER SKRULL!*

FLAME ON, JOHNNY --

NOW!

I'LL TACKLE *PAIBOK* WHILE YOU -- *ARRK!!*

YOUR IMPUDENCE IS ONLY *MATCHED* BY YOUR TREACHERY, LYJA!

YOU *BETRAYED* YOUR OWN HOMEWORLD --

--ON THE DAY YOU FELL IN LOVE WITH THE *TORCH!*

AND YOU'RE A *MADMAN,* PAIBOK --

-- IF YOU THINK MERE *ICE* CAN RESTRAIN ONE WHO CAN CHANGE HER FORM AT *WILL!*

BAH! ANY *SKRULL* CAN DO THE SAME --

-- BUT ONLY THE *POWER SKRULL* CAN CAUSE THE VERY MOISTURE IN THE AIR TO ENTOMB YOU WITHIN AN EVER-GROWING *GLACIER!*

BUT THEN, EVEN BEFORE THE SUBZERO PRISON CAN FULLY SOLIDIFY AROUND THE LOVELY SKRULL...

SSKRK

TAKE HEART, LYJA!

KARNAK AND THE INHUMANS SHALL FREE YOU BY ATTACKING THIS FROZEN BLOCK AT ITS WEAKEST POINT!

YOU'VE DONE YOUR PART, MY FRIEND... NOW STAND *ASIDE!*

THE ONE CALLED *PAIBOK* RAISES HIS ARMS TO RENEW HIS ATTACK --

-- BUT HE HAS NOT RECKONED ON THE WRATH OF *GORGON!*

THUDM

MY BEST BET IS TO LURE HIM *OUTSIDE* WHERE I'LL HAVE MORE ROOM TO MANEUVER, AND -- *WHOA!*

LOOKS LIKE THE *CAVALRY'S* HERE!

THANKS FOR THE ASSIST, *BLACK BOLT!*

YOU YOUNG FOOL! HUMANS AND SKRULLS DO NOT BELONG TOGETHER!

YOUR RELATIONSHIP WITH *LYJA* IS AN AFFRONT TO THE NATURAL ORDER!

ALTHOUGH I COULD HAVE TAKEN THIS CREEP OUT WITH A WHITE-HOT FLAME BLAST!

BIGOTS LIKE YOU SHOULD OPEN THEIR *MINDS* --

-- INSTEAD OF THEIR *MOUTHS!*

GOTTA BE CAREFUL! SUPER SKRULL HAS ALL THE POWERS OF THE FF -- INCLUDING *MINE!*

MY *FIREBALLS* CAN'T EVEN SLOW HIM DOWN!

ZEROING IN ON HIS TARGET LIKE AN UNERRING MISSILE --

-- THE EVER-SILENT LORD OF THE INHUMANS PREPARES FOR A MOST EXPLOSIVE COLLISION!

I'VE GOT TO WARN *REED* AND THE OTHERS.

WE COULD BE IN REAL TROUBLE IF OLD ENEMIES LIKE *PAIBOK* AND *SUPER SKRULL* HAVE JOINED FORCES WITH *ONSLAUGHT!*

Uh-Oh! I'M SUDDENLY SURROUNDED BY HIGH INTENSITY *CONCUSSIVE BLASTS --!*

IT'S **BLASTAAR!**

WHAT IS THIS -- A *SUPER-VILLAINS' CONVENTION?*

OR ARE THESE JOKERS MERELY TAKING ADVANTAGE OF THE GENERAL *CHAOS* CAUSED BY ONSLAUGHT?

WHATEVER THE REASON FOR THIS UNEXPECTED *INVASION,* TORCH --

-- THERE ARE *MANY* WHO ARE GREATLY INDEBTED TO THE *FANTASTIC FOUR* --

-- FRIENDS SUCH AS **MEDUSA** AND HER FELLOW *INHUMANS* --

-- WHO WILL SPRING TO YOUR AID WITH *EAGERNESS* AND *PRIDE!*

4 JUST THEN, IN A DISTANT CORRIDOR --

YOU'RE *FAST*, RICHARDS --

-- BUT YOU'RE STILL NO MATCH FOR THE *WINGLESS WIZARD!*

WITH MY SUPERIOR *BRAIN* AND UNBEATABLE *ANTI-GRAV* DEVICES, I'LL SURELY GO DOWN IN HISTORY AS THE MAN WHO KILLED *Mr. FANTASTIC!*

YOU'RE GOING *DOWN* ALL RIGHT, MISTER --

-- JUST AS SOON AS I *RICOCHET* OFF THIS WALL --

-- AT THE PRECISE *ANGLE* --

-- TO *FLATTEN* YOU WITH THE FORCE OF A RUNAWAY TRAIN!

FASCINATING! HE *VANISHED* AT OUR EXACT MOMENT OF CONTACT.

THIS MUST BE RELATED TO THE REPORTS I'VE HAD OF OTHER UNEXPLAINED ATTACKS IN THE BUILDING!

SPWATT

TOO COINCIDENTAL TO THINK SO *MANY* OF OUR OLD FOES WOULD APPEAR JUST NOW!

IT'S GOT TO BE *ONSLAUGHT!*

HAS HE SOMEHOW COMBINED HIS POWER TO ALTER *PERCEPTIONS* --

-- WITH FRANKLIN'S INNATE ABILITY TO RESTRUCTURE *MATTER?!*

CAN'T WORRY ABOUT THAT NOW! NOT WHILE SUE'S FACING OFF AGAINST THE *MAD THINKER* AND HIS MOST RECENT *ANDROID!*

ACCORDING TO MY CALCULATIONS, THIS BATTLE WILL CONCLUDE IN EXACTLY 2.7 SECONDS!

I'LL BE HAPPY TO OBLIGE --

-- AND SO WILL MY INVISIBLE FORCE *BATTERING RAM!*

PWAM

W-WHAT *HAPPENED* TO THEM?

I'M NOT SURE... BUT I HAVE A *THEORY!*

THAT'S HARDLY A SURPRISE.

I THINK ONSLAUGHT IS USING FRANKLIN... TO GIVE *SUBSTANCE*... TO ANY FRIGHTENING *IMAGES* WITHIN OUR SON'S MIND.

BUT THEN, EVEN BEFORE SUE CAN FRAME A QUESTION ABOUT HER BABY'S SAFETY --

A GOOD *GUESS*, PLIANT ONE.

-- BUT IT WON'T SAVE YOU.

KRAKOOM

IT IS THE SACRED DUTY OF *DEVOS THE DEVASTATOR* TO ELIMINATE ANY LIFE-FORM CAPABLE OF WAGING WAR --

-- AND I SHALL TAKE IMMENSE PLEASURE IN OBLITERATING *YOU!*

YOUR PLEASURE IS DESTINED TO BE *DENIED*, ALIEN!

WHAT MAGIC IS *THIS*?

MY ADVERSARY *VANISHES* WITH THE STRIKING OF MY FIRST BLOW!

WHOK

NAMOR, THE SUB-MARINER!

W-WHAT ON EARTH ARE *YOU* DOING HERE?!

THOUGH WE PARTED *POORLY* IN THE RECENT PAST, ONSLAUGHT IS A THREAT TO ALL!

WE MUST NOW PUT ASIDE OUR PETTY SQUABBLES --

-- AND FIGHT IN COMMON CAUSE.

AFTER ALL THAT'S HAPPENED BETWEEN US, I DOUBT WE'LL *EVER* BE FRIENDS, NAMOR...

... BUT YOU'VE ALWAYS HAD MY RESPECT!

WELCOME TO THE TEAM!

THERE ARE *FEW* I'D RATHER HAVE AT MY SIDE.

TRULY ARE YOU WORTHY OF THE NAME... *Mr. FANTASTIC!*

YOU STICK WITH SUE.

I'VE GOT TO FINISH MY *NEUROMANTIC DISRUPTER.*

SO BE IT!

IMPERIOUS REX!

AND, IN A NEARBY CHAMBER...

WHILE MY OTHER *SUPER APES* ATTEND TO *KRISTOFF* --

-- I SHALL DISPOSE OF THE MEDDLESOME *NATHANIEL RICHARDS!*

THERE! MY PET BABOON HAS TRANSFORMED INTO A HIGH-INTENSITY *PLASMA GUN,* AND NOW --

YOU'RE THE *RED GHOST.* I'VE SEEN MENTION OF YOU IN MY SON'S COMPUTER FILES, BUT...

... HOW DO YOU KNOW *MY* IDENTITY?

I... CANNOT SAY.

ALL I KNOW FOR CERTAIN... IS THAT YOU AND YOUR COMPANIONS... MUST BE *DESTROYED!*

NOT *TODAY,* GHOST!

THOSE YOU HAVE DARED TO TARGET ARE UNDER THE IMPERIAL PROTECTION OF --

-- THE *BLACK PANTHER* AND THE *FANTASTIC FORCE!*

WHAM

THAT'S TELLING HIM, *T'CHALLA!* WHILE SOME OF US MAY HAVE ONLY KNOWN THE ALTERNATE TEENAGE VERSION OF *FRANKLIN* --

-- WE'RE STILL PRETTY *MIFFED* OVER HIS ABDUCTION!

RIGHT, *VIBRAXAS?*

KAZZT

MIFFED?!

COME ON, DEVLOR! EVEN YOU CAN DO BETTER THAN *MIFFED!*

FOOLS! YOUR UNANTICIPATED ARRIVAL MAY HAVE GIVEN YOU A BRIEF *ADVANTAGE...* BUT *IT'S OVER!*

I HAVE NOW ASSUMED MY *PHANTOM-LIKE STATE* --

-- AND NONE OF YOU CAN *HARM* THAT WHICH YOU CANNOT *TOUCH!*

ON THE CONTRARY--

-- THE *PSIONIC SCYTHE* OF *HUNTARA* CAN RIP THROUGH THE FABRIC OF ANY FORM OF REALITY!

LORDS OF ELSEWHEN! HE DISSOLVES BEFORE MY VERY EYES!

B-BUT I NEVER INTENDED TO KILL HIM!

Y-YOU AREN'T TO BLAME, MY DEAR.

T-THERE CAN ONLY BE ONE EXPLANATION FOR THESE BEWILDERING MANIFESTATIONS...

... FRANKLIN!

4 MEANWHILE, BACK IN REED'S LAB...

THIS NEUROMANTIC DISRUPTOR IS OUR ONLY HOPE OF BLOCKING ONSLAUGHT'S *PSIONIC BARRAGE!*

I AIN'T REALLY SURE HOW THAT'S GONNA HELP US PUT THE *KIBOSH* ON ALL'A THESE PLAY-MATES, REEDY-BOY --

-- BUT I'D RATHER WRESTLE OL' *TYROS THE TERRIBLE* THAN LISSEN TO A LONG-WINDED EXPLANATION!

GLAD I MANAGED TO STASH *ALICIA* IN THE TRIAGE CENTER BEFORE COMING HERE.

YOU NEED A *BREATHER*, THING?

I'M JUST WARMIN' UP, *SHE-HULK--*

BUT FEEL FREE TO LEND *A HAND!*

YOU *WISH* YOU COULD DO BETTER!

THE DISRUPTOR IS FINALLY *COMPLETED* --

NOT A BAD SHOT...

... FER A *DAME!*

-- BUT I STILL NEED A POWER SOURCE CAPABLE OF WITH-STANDING ONE OF ONSLAUGHT'S *ELECTROMAGNETIC PULSES!*

WHY'N YA SAY SO, STRETCH?

I GOT THIS *ALIEN GIZMO* WHICH IS *JUST* COLLECTIN' DUST.

AN' I FIGGER IT'S GOT MORE'N ENUFF JUICE TA WITHSTAND *ANYTHIN'* ONSLAUGHT CAN TOSS AT IT!

BUT, BEN... THAT'S THE MACHINE WHICH RESTORES YOU TO *HUMAN FORM!*

IT MAY BE YOUR ONE CHANCE AT A NORMAL LIFE -- AND THERE'S NO GUARANTEE IT CAN EVER BE *RECONSTRUCTED!*

I CAN'T ASK YOU TO MAKE SUCH A *SACRIFICE!*

YOU AIN'T *ASKIN'...* I'M *VOLUNTEERIN'!*

IN CASE YA FORGOT... *FRANKLIN'S STILL MY GODCHILD!*

AN' THERE AIN'T *NUTHIN'* I WOULDN'T BE WILLIN' TA *GIVE UP* FOR 'IM!

HIGH ABOVE THE STREETS OF MANHATTHAN, THE AIR BEGINS TO *BLISTER*...

I... I'M CAUGHT BETWEEN *ANNIHILUS* AND *DRAGON MAN!*

IT'S LIKE THE WORLD'S GONE *MAD!*

FOR EVERY LOONEY I DEFEAT, UP POPS ANOTHER!

C-CAN'T KEEP THIS PACE MUCH LONGER.

SUDDENLY, A STRANGE UNIDENTIFIED AIRSHIP STREAKS TOWARDS *FOUR FREEDOMS PLAZA*, AND THEN --

PA KOOM

SHOCK QUICKLY REPLACES GRATITUDE AS A MAJESTIC FIGURE *EMERGES* FROM THE HOVERING CRAFT...

YOU!?

ONSLAUGHT RECRUITED *YOU?*

DON'T BE *IMPERTINENT!*

I AM NOT FOR HIRE.

IF I WANTED YOU *DEAD*... ...YOUR CORPSE WOULD ALREADY BE *SMEARED* ACROSS THE PAVEMENT.

OKAY, LET'S SAY I BUY YOUR RAP... ...WHY EXACTLY *ARE* YOU HERE?

I DEMAND AN URGENT AUDIENCE WITH *REED RICHARDS.* I ASSUME EVEN *YOU* CAN GUESS THE TOPIC.

AND, NO MATTER HOW LAX THE CURRENT STATE OF YOUR BUILDING'S SECURITY --

-- A PERSONAL *ESCORT* WILL ALWAYS BE REQUIRED FOR --

-- *DOCTOR DOOM!*

4 INSIDE, AT THAT EXACT INSTANT...

I'M DISAPPOINTED, SUSAN. I'D HEARD YOU HAD GROWN *STRONGER* AND MORE *INDEPENDENT*.

BUT YOU'RE STILL THE SAME FRIGHTENED *LITTLE GIRL* WHO'LL NEVER WIN HER DADDY'S APPROVAL.

FORGET IT, MALICE! THAT PLOY WON'T WORK. MY OLD INSECURITIES NO LONGER HAVE ANY *HOLD* OVER ME --

-- AND NEITHER DO *YOU!*

YOU HEARD HER, MALICE. *BEGONE!* YOU HAVE NEITHER *PLACE* NOR *POWER* HERE!

WHO WOULD *DARE* --?

A FRIEND OF THE *RICHARDS'* FAMILY.

AGATHA HARKNESS--!

I KNOW YOU CAN EASILY FREE YOURSELF, SUSAN...

... BUT I ASK YOU TO INDULGE AN OLD WOMAN --

-- AND ALLOW ME TO *DISPERSE* THIS TROUBLESOME PHANTOM!

AGATHA... I... I'M SO PLEASED YOU CAME!

HOW COULD I NOT... WITH MY FORMER CHARGE IN DANGER?

SUSAN, I HAVE NEWS ABOUT FRANKLIN...

4 AND, BARELY A HUNDRED YARDS AWAY...

THE BATTLE IS STILL *RAGING* THROUGHOUT OUR HEADQUARTERS... BUT THIS COULD PUT AN ABRUPT *END* TO IT!

YA'VE BUILT ENUFF *SUSPENSE*, BIG BRAIN...

...*PRESS* THE FERSHLUGGINER BUTTON ALREADY!

HERE GOES! I JUST PRAY I'VE CALCULATED CORRECTLY!

LOOK-!

WAVES'A PURE ENERGY ARE RADIATIN' OUTTA YER *NEURO-WHATSIS!*

I-IT'S WORKIN'!

ALL'A OUR UNWANTED GUESTS ARE *FADIN' AWAY* --

-- LIKE A PEPPERONI-INSPIRED *NIGHT-MARE!*

YA DONE IT, STRETCH!

YA BEAT ONSLAUGHT!

NOT QUITE, OLD FRIEND. THIS IS ONLY A MINOR VICTORY.

OUR FOE STILL POSSESSES ALMOST UNLIMITED PERSONAL POWER.

IT DOESN'T MATTER!

WE HAVE THE BEST REASON IN THE WORLD TO WIN.

TELL THEM YOUR NEWS, AGATHA...

THOUGH THOSE PHYSICAL MANIFESTATIONS WERE HORRIBLY DISTORTED BY ANOTHER...

... I COULD SENSE THAT THEY HAD ORIGINATED WITH FRANKLIN.

YOU REALIZE WHAT THIS MEANS?

OUR BABY'S ALIVE, REED!

HE'S STILL ALIVE!

AND WE'LL FIND A WAY TO RESCUE HIM, MY DARLING!

I SWEAR WE WILL!

HEADS UP, TEAM. OUR SIDE JUST SIGNED ANOTHER WALK-ON.

THIS IS NO TIME FOR LEVITY, STORM.

EVEN OUR COMBINED POWER... MAY PROVE LACKING IN A FINAL CONFRONTATION WITH ONSLAUGHT.

YOU'LL HAVE TO EXCUSE MY NEW FRIEND.

HE AIN'T MUCH FOR LAUGHS --

-- BUT HE COMES WITH HIS OWN RUST-PROOF GUARANTEE!

I THOUGHT I'D WELCOME *ANYONE* WHO COULD HELP ME RECOVER MY SON... BUT *DOOM?*

CAN WE *TRUST* HIM?

ABSOLUTELY NOT! BUT DEFEATING *ONSLAUGHT* OBVIOUSLY SUITS HIS PERSONAL AGENDA --

-- AND WE CAN USE THE *ASSIST!*

BEN AND I WILL KEEP A CLOSE EYE ON HIM.

SURRE! AIN'T LIKE WE GOT ANYTHIN' *ELSE* TO DO!

ALL RIGHT! HE CAN COME. BUT WE'RE NOT MAKING ANY PACTS WITH THE DEVIL.

HE DOES THINGS *OUR* WAY!

THIS IS THE BIG ONE, GANG!

IT COULD BE OUR FINAL BATTLE.

WHETHER WE WIN OR LOSE...

... I WANT YOU TO KNOW HOW MUCH I TRULY *LOVE* YOU ALL!

AW, SUZIE... NOT THAT CORNY *HAND* THING.

STOP BELLYACHING, MEATHEAD! IT'S *TRADITION!*

JOHNNY'S RIGHT! THERE'S NO BETTER WAY TO TO FACE THIS CONFLICT.

AWRIGHT... BUT THIS IS DEFINITELY THE *LAST* TIME!

GATHER UP EVERYONE!

I DON'T NEED TO EXPLAIN *WHAT'S* AT STAKE HERE. WE ARE FIGHTING FOR FAR *MORE* THAN THE LIFE OF MY SON, THOUGH THAT WOULD BE ENOUGH.

IF WE FAIL... HUMANITY DIES!

GET READY TO *RUMBLE*, PEOPLE!

IN THE WORDS OF MY DEAREST FRIEND...

...IT'S CLOBBERIN' TIME!

'NUFF SAID!

THE END

4

FOR NOW!

MARVEL COMICS

X-MEN

SEPT '96 56

X-MEN

SPECIAL HEROES REBORN™ UPDATE INSIDE!

APPROVED BY THE COMICS CODE AUTHORITY

ONSLAUGHT PHASE 2

MAGNETO AND ROGUE...

...UNLEASHED!

Andy Kubert '96

"... AND AS I *WATCHED*, THE MARCHING *SOLDIER*... TOOL OF A *TYRANT* BENT ON *WORLD DOMINATION*... BROUGHT HIS CRUSHING BOOT *DOWN* WITHOUT THE *SLIGHTEST HESITANCY*...

"... IGNORING THE CRIES FOR MERCY OF THE INNOCENTS IN HIS PATH."

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"*BEEN* THERE. GO *ON*...

"WE HAD ONLY *SECONDS* TO *ACT.*"

"WITH MY *MAGNETIC POWERS,* I HELD THE SENTINEL AT *BAY* --

"-- WHILE *ROGUE* SPED ITS VICTIMS TO WHAT *SAFETY* SHE COULD *FIND.*

"SHE KNEW THE DANGER I WAS IN. *I* --

"... DID *NOT.*"

MUTANT DESIGNATE: MAGNETO.

CLASSIFICATION: OMEGA-LEVEL THREAT.

EXTREME SANCTION APPROVED.

NOT BY *ME.*

STAN LEE PRESENTS:

THE BEGINNING OF THE END

TWILIGHT OF THE GODS

SCOTT LOBDELL — PLOT
MARK WAID — DIALOGUE
ANDY KUBERT — PENCILS
ART THIBERT — INKS
RICHARD STARKINGS AND COMICRAFT — LETTERS
JOE ROSAS — COLORS
MALIBU — ENHANCEMENT
BOB HARRAS — EDITOR AND CHIEF

"I HAD BEEN WARNED, AFTER ALL."

HOLD NEGATED.

"I SHOULD HAVE *REMEMBERED* THAT THE SENTINELS WERE *PROGRAMMED* TO *NULLIFY* MUTANT POWERS ALMOST *INSTANTLY.*

"I SHOULD REMEMBER *MANY* THINGS... BUT I DO *NOT.*

"I HAVE BEEN TOLD THAT I WAS ONCE A TYRANT *MYSELF...* ONE WHO BATTLED THE *X-MEN* WITH A FEROCITY MATCHED ONLY BY THE GREAT BEAST *ONSLAUGHT.*

"THAT *ONSLAUGHT...* HE WHO WOULD *DESTROY* NEW YORK WITH HIS *SENTINEL BRIGADE...* WAS BORN OF *MY MIND* WHEN CHARLES XAVIER *WIPED IT CLEAN.*

REPEAT: EXTREME SANCTION APPROVED.

FWAM

"THAT ONSLAUGHT CARRIED *MY EVIL...*

"... AND WOULD NOT *HESITATE* TO USE IT *AGAINST* ME."

PREPARE FOR TERMINATION.

ENGAGING LASERZZTTK --

-- KZIIEEEEE!

LEAVE HIM ALONE!

"DESPITE MY *PAST TRANSGRESSIONS*, HOWEVER, THERE IS STILL *ONE* WHO *BELIEVES* IN MY *FUTURE*.

"WHAT WE *SHARE* IS *ENIGMATIC*... *EXCITING*, YET *NEW* AND *TENTATIVE*...

"... AND, AS I KNOW *ALL TOO WELL*...

GNNGH!

"... FRAGILE.

"DESPITE HER *STRENGTH*, SHE COULD NOT *HELP* ME.

"WE WERE *DEAD* IN THE SENTINEL'S *SIGHTS*. WE WERE *FINISHED*."

"AND *THEN*..?"

"THERE WAS A *CRACK* OF *LIGHTNING*...

"... A *JARRING EXPLOSION*...

"... AND A *VOICE* MORE *THUNDEROUS* THAN *EITHER.*"

SUCH A *CRUDE INSTRUMENT.*

STILL, WHO BUT *I* COULD CONSTRUCT A GAUNTLET CAPABLE OF ***DESTROYING*** A SENTINEL WITH SUCH ***UNCANNY PRECISION?***

THERE IS MORE GENIUS IN THE ***PALM*** OF MY ***GLOVE*** THAN IN THE ENTIRE ***SCHEME*** OF ***ONSLAUGHT...*** AND ***THAT*** SHALL MARK HIS ***DOWNFALL.***

RISE, MAGNETO.

DO NOT ***COWER.*** YOU ***SHAME*** YOURSELF.

HOW DARE TWO SUCH AS WE SUCCUMB TO THE TERROR THAT HAS SO PARALYZED OTHERS?

FEAR IS FOR ***LESSER*** MEN.

AH, BUT OF *COURSE.* I UNDERSTAND YOU ARE NO LONGER... *YOURSELF.* A *PITY.*

SO *MUCH* COULD WE HAVE *CONQUERED* TOGETHER... SO *LITTLE* COULD HAVE STOOD *BEFORE* US. *ALAS...*

"IN THAT MOMENT, OUR EYES MET... AND IN THEM, I SAW A REFLECTION THAT FROZE MY BLOOD.

"I DID NOT *RECOGNIZE* THIS MAN, BUT *ROGUE* CALLED HIM --"

DOOM?

YES. HOW DID YOU --?

FRANKLY, THE ENTRANCE LINE *ALONE* TOLD ME *THAT* MUCH. I'M NOT SURPRISED HE SOUGHT YOU *OUT.*

I'M ONLY SORRY I WASN'T THERE TO *SAVOR* HIS *DISAPPOINTMENT* WHEN HE SAW FOR *HIMSELF* HOW YOU HAD *CHANGED.*

BUT IF HE IS OUR *ENEMY,* WHY DOES HE NOW OFFER HIS *AID?*

LOOK *AROUND* YOU, JOSEPH. A CRISIS OF *THIS MAGNITUDE* MAKES FOR SOME RATHER *UNEXPECTED ALLIANCES.*

HE WANTS TO HELP, ALL RIGHT. HE WANTS TO HELP *HIMSELF* BY MAKING SURE EARTH'S STILL AROUND TO *CLAIM* SOMEDAY. I *KNOW* HIM.

AS *CAPTAIN AMERICA,* I'VE LOCKED HORNS WITH DOOM MORE OFTEN THAN YOU CAN *IMAGINE.*

HE HAS, AT TIMES, BEEN MANKIND'S *GREATEST FOE.*

AS, APPARENTLY... HAVE *I.*

IF THE *EVIL* OF MY *FORMER LIFE* DID INDEED GIVE BIRTH TO *ONSLAUGHT*...

...GIVE *RISE* TO THE *CARNAGE* AND *DESTRUCTION* AND *DESPAIR* THAT MAY *YET* END THE *WORLD*...

...THEN, CLEARLY, I HAVE *MUCH* TO *ATONE* FOR.

IN THE *FIRST* PLACE, THOUGH I'VE *NEVER* SEEN IT *THIS GRIM*, THE WORLD *ENDS* ONLY OVER *MY DEAD BODY.*

IN THE *SECOND* PLACE, YOU'RE DOING A *GOOD JOB* OF ENSURING THAT THERE *ARE* NO DEAD BODIES... AND I *RESPECT* THAT. YOU *AREN'T* THE MAGNETO I ONCE *KNEW*, JOSEPH.

BUT IF YOU STILL FEEL THE NEED TO *CONFESS* YOUR *SINS*...

...*I'M* NOT THE ONE YOU HAVE TO MAKE *PEACE* WITH...

CENTRAL PARK.

OR, RATHER, WHAT'S LEFT OF IT.

ONLY HOURS AGO, IN A NOVA-FLASH OF **LIGHT**, A **VAST CITADEL** SWALLOWED THE HEART OF MANHATTAN...

...A CASTLE **GUARDED** BY A **PSIONIC SHIELD** THAT EARTH'S HEROES CANNOT YET **BREACH.**

WITHIN IT'S WALLS LOOMS A CREATURE BORN OF ALL THE **HATE** AND **ANGER** BURIED IN THE SOUL OF **MAGNETO**...

...AND GIVEN **FORM** BY THE FOOLISHNESS OF **CHARLES XAVIER**... WHO, IN ONE SECOND OF **FOLLY**, ACCIDENTALLY ALLOWED THAT ANGER INTO HIS **OWN** SOUL, WHERE IT **BLOSSOMED.**

THIS CHILD OF RAGE NOW **EXISTS** AS THE SYNTHESIS OF BOTH MEN... THEIR **POWERS** AND THEIR **PASSIONS.**

HE IS **ONSLAUGHT**

AND, AT THIS MOMENT...

...HE IS THE **MIGHTIEST CREATURE** ON **EARTH.**

THANKS TO THE **RESISTANCE** OF HIS **FIRST** CAPTIVE -- THE REALITY-ALTERING **FRANKLIN RICHARDS** -- ONSLAUGHT'S EVER-CHANGING BODY **WAVERS** IN **MID-TRANSFORMATION.**

IT IS A PROBLEM HIS **SECOND** CAPTIVE MAY **CORRECT**...

I **APPLAUD** YOU, STRIPLING.

YOU HAVE **RESISTED** MY EVERY **TORMENT**...

...MY EVERY **TORTURE**...

...MY **EVERY ATTEMPT** TO ADD **YOUR POWER** TO MY OWN.

WHO IMAGINED THAT NATE GREY HAD THAT MUCH COURAGE?

IF YOU'RE TRYING TO BORE ME INTO SUBMISSION, THAT'S YOUR ONLY REAL SHOT.

YOU'VE ALREADY DONE YOUR WORST. I'VE BEATEN EVERYONE YOU'VE THROWN AT ME SO FAR.

YOU SHOULD HIRE BETTER HELP.

PLEASE.

DESPITE YOUR BRAVADO, YOU BROADCAST YOUR FEAR LIKE A WAVE.

STILL, PERHAPS YOU'RE RIGHT. HOLOCAUST... POST... HAVOK... THEY AND THEIR LIKE ARE BUT MINIONS. SERVILE CREATURES WITHOUT MUCH CUNNING.

NEVERTHELESS...

... THEY HAVE SERVED THEIR *PURPOSE.*

THEY BROUGHT ME *YOU.*

EVEN *NOW,* YOUR PSIONIC POWER *CHARGES* ME... MAKES ME *STRONGER.*

ONCE I TAP DIRECTLY INTO YOUR *MIND* AND LEARN YOUR *SECRETS,* THERE WILL BE *NOTHING* I CANNOT ACHIEVE.

I UNDERSTAND THAT YOU COME FROM A WORLD LORDED OVER BY *MUTANTS.* YOU WILL *SHOW* ME HOW THEY ACHIEVED *DOMINANCE.*

YOU SHOULD *THANK* ME FOR THE ROLE I HAVE *GRANTED* YOU, NATHAN.

MUTANTS HAVE *LONG SUFFERED* AT THE HANDS OF FEARFUL, PETTY *HUMANS.*

NOW THEY MUST *PAY* FOR THEIR CRIMES.

AFTER *TODAY* THE *HOMO SUPERIOR* RACE WILL ACHIEVE THEIR *RIGHTFUL SOVEREIGNTY* OVER THIS MUDBALL...

... AND *YOU* AND YOUNG *FRANKLIN* WILL FOREVERMORE BE *REMEMBERED* AS THE AVATARS OF HUMANITY'S

DESTRUCTION...

4

I KNOW WHAT YOU'RE *THINKING.*

I'M *SURPRISED.* I THOUGHT ONSLAUGHT *REMOVED* YOUR MENTAL POWERS.

I DON'T *NEED* THEM TO READ *YOU.* THIS *ISN'T* YOUR DOING.

PROFESSOR XAVIER, THIS *VENDETTA* AGAINST *HUMANKIND...* IT *BEGAN* WITH ME. I *KNOW* THIS NOW.

DESPITE HOW I MAY HAVE SINCE *CHANGED...*

...HOW CAN I *NOT* BE HELD *RESPONSIBLE* FOR ONSLAUGHT'S *RAMPAGE?*

WHOSE SINS ARE *GREATER,* JOSEPH? YOURS, FOR *CULTIVATING* HIS EVIL... OR *MINE...*

...FOR SETTING IT *FREE?*

YOU MEANT NO *HARM.*

TELL *THEM* THAT.

I SHUT DOWN YOUR *MIND*, JOSEPH. THE SIN THAT *LED* US HERE WAS *PRIDE.*

AS SOMEONE WHO WAS ONCE YOUR *FRIEND*, I *GENUINELY BELIEVED* THAT I HAD THE *RIGHT* AND THE *POWER* TO CONTROL *YOUR THOUGHTS.*

INSTEAD... THEY CONTROLLED *ME.*

THEN *ANSWER* ME, PROFESSOR.

THE MOMENT YOU SCANNED MY *BRAIN*, YOU KNEW ME BETTER THAN *ANY MAN ALIVE.* ONCE AND FOR ALL...

...WAS I *TRULY* THE *MONSTER* SOME *SAY* I WAS?

YOU WERE A MAN OF GREAT *STRENGTH* AND GREAT *WEAKNESS.*

AS A YOUTH, YOU SOMEHOW FOUND THE WILL TO *TRIUMPH* OVER HIDEOUS ACTS OF WANTON *GENOCIDE.*

MAN'S INHUMANITY TO MAN DID NOT *CLAIM* YOU...

...BUT IT *SCARRED* YOU *NONETHELESS.*

YOU WISHED TO *PROTECT* MUTANTS LIKE YOURSELF FROM THOSE WHO WOULD PREY UPON THEM.

IT WAS A *NOBLE DREAM.*

I KNOW IT *WELL.*

IN *TIME,* HOWEVER, YOUR METHODS TURNED *HARSH... FIERCE.* THE *ENDS* BEGAN JUSTIFYING THE *MEANS.* YOUR *WEAKNESS* FINALLY BECAME *APPARENT.*

YOU HAD *SUCCUMBED* TO YOUR *ANGER.*

SO THAT'S WHAT HAPPENED TO ME *BEFORE.* WILL IT HAPPEN *AGAIN?*

YOU'RE SEEING THE ULTIMATE *CONSEQUENCES UNFOLD.*

YOU TELL *ME.*

GO *BELOW,* JOSEPH.

THE *FINAL STRATEGY* IS BEING *PLANNED.* THE HEROES *NEED* YOU.

YOU'LL FIGHT *WITH* US?

IN A MANNER OF *SPEAKING.* I... HAVE DECIDED TO PLAY MY *OWN* PART.

GO.

ONSLAUGHT'S CITADEL.

MEMORIES ARE GOUGED FROM NATE GREY'S BRAIN. VISIONS OF AN AGE OF APOCALYPSE.

RECOLLECTIONS OF A WORLD NOT OURS, BUT HIS... AN ALTERNATE EARTH THAT WAS ONCE RULED BY MUTANTS.

THAT WAS ONCE OVERRUN BY THEIR MIGHT AND THEIR AMBITION.

THAT ONCE EXISTED...

...BEFORE THEIR WARRING NATURE REDUCED IT TO DUST AND EMBERS.

GNFF!

THIS IS WHAT YOU *SHOW* ME?

THIS IS THE EXAMPLE *YOUR* PEOPLE *SET?*

YOU HAD THE *WORLD* IN YOUR *HANDS* --

--AND YOU THREW IT ALL AWAY?

YOUR PEOPLE WERE *HOMO SUPERIOR!* THEY WERE *SUPPOSED* TO HAVE *DESERVED* THEIR KINGDOM --

-- *NOT* TO HAVE *DESTROYED* IT!

COME WITH *ME*, NATHAN. YOU HAVE GIVEN ME SOMETHING *NEW* TO CONSIDER.

WE HAVE *MUCH* TO *ACCOMPLISH... TOGETHER.*

DOCKING DOORS OPENING.

HOVERCRAFT ENGAGED.

DESTINATION COORDINATES?

REPEAT: DESTINATION COORDINATES?

REPEAT: DESTINATION CO--

DISABLE *AUTOPILOT.*

DELETE *TRANSIT RECORDS.*

THAT IS *ALL.*

... NOW THAT IRON MAN'S TEAM HAS COMPLETED CONSTRUCTION ON THE *PSI-ARMOR* WE *NEED*, WE STAND A *FIGHTING CHANCE* AGAINST ONSLAUGHT'S *POWERS.*

THE OTHERS ARE *SUITING UP.* WE LEAVE IN *THIRTY MINUTES* TO MAKE OUR *FINAL ASSAULT.*

I'LL HEAD THE *POINT TEAM*, REED, YOU AND *SUE* COORDINATE THE *NEXT* WAVE OF...

SCOTT? DON'T REACT. JUST KEEP YOUR MIND OPEN.

I JUST SCANNED SOME-THING.

IT'S THE PROFESSOR. HE'S LEFT TO...

... MY GOD...

... TO CONFRONT ONSLAUGHT ON HIS OWN.

ALONE.

BLAST IT! PROFESSOR.

ALL RIGHT, JEAN.

SEND OUT A TELEPATHIC SIGNAL, RALLY THE REST OF THE X-MEN IN SECRET.

WHAT-EVER HAPPENS... HE WON'T BE ALONE...

INSIDE ONSLAUGHT'S CITADEL.

INSIDE ONSLAUGHT.

YOUR POWER IS *MINE*, NATE GREY.

AND NOW...

... YOU ARE MINE, AS *WELL!*

=NNNGH!=

MISTER?

MISTER, ARE YOU *OKAY?*

I WISH I *KNEW*, KID.

I WISH I *KNEW*...

WHO..?

IT'S ME... *FRANKLIN.*

WE'RE IN *TROUBLE*, AREN'T WE? WHAT CAN WE *DO* FROM *HERE?*

AT LAST I KNOW MY *DESTINY.* THE STAGE IS *SET.*

THE PLAYERS ARE IN *POSITION.*

AND THE END IS *NEAR...*

...FOR SOME...

...SOONER THAN OTHERS.

I SENSE YOUR *PRESENCE,* CHARLES XAVIER.

WHAT COULD YOU *POSSIBLY WANT?*

I WANT THIS TO *STOP.* IF THERE IS *STILL* ANY *PART* OF ME *INSIDE* YOU, IT MUST HEAR ME *OUT.*

HUMANITY'S *EXTINCTION* IS *NOT* MUTANTKIND'S *GAIN!*

thoom

YOU'RE ABSOLUTELY RIGHT.

THEN YOUR *VENDETTA* HAS NO *PURPOSE!*

NONE! LISTEN TO ME --

WHY? WHAT *UGLY TRUTH* CAN YOU *TELL* ME THAT I DO NOT NOW *KNOW?*

THE *MUTANTS* WE *CHAMPIONED,* XAVIER, ARE EVERY BIT AS *PETTY* AND *VENAL* AS *HUMANS!*

NEITHER RACE CAN RULE THE WORLD WITHOUT BRINGING IT TO *RUIN!*

MY FINAL DECLARATION IS *THIS!*

HUMAN *OR* MUTANT...

... NO ONE WILL SURVIVE ONSLAUGHT!

TO BE CONCLUDED NEXT WEEK -- IN THE PAGES OF: MARVEL ONSLAUGHT UNIVERSE

THE EVOLUTION OF THE MARVEL UNIVERSE HAPPENS HERE!

MARVEL COMICS

ADAM KUBERT
DEPPEDANG

X-MEN
QUARTET
MARVEL ONSLAUGHT™ UNIVERSE

STAN LEE PROUDLY PRESENTS

MARVEL ONSLAUGHT UNIVERSE

WITH GREAT POWER...

SCOTT LOBDELL
& MARK WAID
PLOT

MARK WAID
SCRIPT

ADAM KUBERT
WITH AN ASSIST
FROM JOE BENNETT
ART

DAN GREEN
WITH ASSISTS FROM ART
THIBERT, TIM TOWNSEND
and JESSE DELPERDANG
INKS

RICHARD STARKINGS
COMICRAFT
LETTERING

STEVE
BUCCELLATO
COLORIST

TEAM BUCCE!
ENHANCEMENT

BOB HARRAS
EDITOR IN CHIEF

I AM THE *WATCHER*... CHRONICLER OF *HISTORY*.

FOR COUNTLESS EONS, IT HAS BEEN MY TASK TO *OBSERVE* THE SHINING BLUE ORB MEN CALL THE *EARTH*.

TO CHRONICLE THE GRAND ASCENSION OF THE *HUMAN RACE*... THE SPLENDOR OF ITS *ACHIEVEMENTS* AND THE GLORY OF ITS *HEROES*.

MY JOB IS *DONE.*

I MAGINE

ONCE, I WAS WITNESS TO A *UNIQUE WONDERMENT.*

A SPAN OF TIME WHEN *CHAMPIONS* OF *LEGEND* ROUTINELY RISKED THEIR *LIVES* TO BATTLE THE FORCES OF *EVIL* AND *TYRANNY.*

AN ERA IN WHICH THE MEASURE OF A HERO WAS GAUGED NOT BY HIS *POWER...* BUT BY HIS *NOBILITY.*

BY THE STRENGTH IN HIS *HEART.*

IT WAS AN AGE UNLIKE *ANY OTHER.*

AND THIS IS THE STORY OF ITS *END...*

"... JUST HOURS AGO...

"... AT THE HANDS OF A CREATURE KNOWN ONLY AS **ONSLAUGHT.**

"BORN OF AN ***UNHOLY ALCHEMY...*** SPAWNED WHEN PROFESSOR ***CHARLES XAVIER,*** LEADER OF THE ***X-MEN,*** FOOLISHLY USED HIS ***MENTAL POWERS*** TO CLEANSE THE MIND OF THE CORRUPT MUTANT ***MAGNETO...***

"... ***ONSLAUGHT,*** THE ***SYNTHESIS*** OF ALL THE ***DARKNESS*** WITHIN THE SOULS OF ***BOTH*** MEN, LURKED ***WITHIN*** XAVIER FOR ***MONTHS,*** BUILDING HIS ***POWER*** AND BIDING HIS ***TIME.***

"THAT TIME HAD ***COME.*** AT LAST AN ***INDEPENDENT CREATURE,*** HE WAS FINALLY ***FREE*** TO ***ACT*** UPON THE ***ANGER*** THAT HAD ***NURTURED*** HIM... FREE TO DESTROY THE ***WORLD.***

"ONLY ***ONE*** STOOD IN HIS ***WAY.***

"XAVIER ***HIMSELF.***

VERY *WELL*, ONSLAUGHT. YOU HAVE THE *UPPER HAND.*

YOU HAVE STRIPPED ME OF MY *TELEPATHIC POWERS.* YOU HAVE TURNED EVERYTHING I *STAND* FOR *AGAINST* ME.

BUT YOU ARE *NOT* THE *UNSTOPPABLE BEING* YOU *CLAIM* TO BE. YOU ARE *NOT* MY *EQUAL.*

NO?

LOOK AT ME, XAVIER.

I AM YOUR *DARKEST SECRETS...* YOUR MOST *SHAMEFUL HATREDS.* ALL THAT IS *WITHIN* YOU IS WITHIN *ME.*

NOT *ALL.* THERE IS SOMETHING I DO *NOT* SEE REFLECTED IN YOU.

ONE *SHRED* OF *HUMANITY.*

I RATHER *DOUBT* THAT, CHARLES.

AS THE WORLD WILL *SOON SEE,* I HAVE *NO USE* FOR HUMANITY IN *ANY* OF ITS FORMS...

... ESPECIALLY... *ESPECIALLY* NOT THAT *MUTANT RACE* YOU CODDLE AND PROTECT!

AND *THAT...* WILL BE YOUR *DOWNFALL.*

FUNNY.

AAARGH!

FZZAAK

THWAM

KKOOM

KKOOM

WE DON'T THINK MUCH A' *YOU*, *EITHER*, BIG MAN!

YOU *OKAY*, PR'FESSAH?

ROGUE? WHAT ARE *YOU* DOING HERE?

RIDIN' *SHOTGUN*.

READY, *CYCLOPS*?

AND *WILLING*. *X-MEN* -- ON MY *SIGNAL*! *JEAN*, YOU AND *STORM* HIT HIM *HIGH*!

GAMBIT AND *BISHOP* -- HIT HIM *LOW*!

CABLE AND *WOLVERINE* -- HIT HIM *HARD*!

AS OF *NOW*, THE *ONSLAUGHT*...

...IS *FINISHED*!

HARDLY, MAGNETO...

...OR SHOULD I CALL YOU "JOSEPH"?

NO MATTER *WHAT* NAME YOU NOW *CARRY*, YOU -- *AND* YOUR *MAGNETIC POWERS* -- ARE A PART OF ME, AS *WELL!*

AND *WITH* THEM -- I CAN UPROOT THE *VERY EARTH* BENEATH YOUR *FEET!*

"NO ONE *KNOWS* WHERE THE X-MEN FOUND THE *STRENGTH* TO FIGHT *ON* THAT DAY...

"... UNLESS IT WAS FROM THE *INSPIRATION* OF THEIR *PROFESSOR* AND *MENTOR.*

"AS HE LOOKED ON FROM THE SIDELINES, NEVER WAS HE PROUDER OF HIS STUDENTS. HE KNEW THIS WAS THEIR FINEST HOUR --

"-- AND QUITE *POSSIBLY* --"

"-- THEIR *LAST!*

"BATTERED AND *BROKEN* FROM ONSLAUGHT'S *PREVIOUS* ATTACKS, THEIR SPIRITS WERE *STRONG*... BUT THEIR FLESH, *WEAK.*

"WITH ONE BLINDING *BOLT*, THE *CHILDREN* OF THE *ATOM* WERE *SPLIT ASUNDER.*

"*SILENCE* FILLED THE AIR. ALL WAS *LOST.*

"AND YET... THROUGH THE *HAZE* OF THE *DUST*...

"... XAVIER SENSED A *COMING*...

"... OF *HOPE*...

"... OF *COURAGE*..."

"... OF *MARVELS.*"

EVERYBODY BREATHING? *GOOD.*

BACKUP'S HERE.

THE *AVENGERS...*

... THE FANTASTIC FOUR... AND EVERYONE ELSE WE COULD *FIND.*

WE'RE EARTH'S *LAST LINE* OF *DEFENSE,* PEOPLE.

CAPTAIN... -KOFF-

... CAPTAIN AMERICA?

AND *FRIENDS,* BLINKY.

WIN OR *LOSE...* WE GO OUT *TOGETHER.*

THEN TOGETHER IT SHALL BE!

JOSEPH!

RRRR

JOSEPH? JOSEPH, WAKE *UP*.

YOU...

→KOFF←

...YOU RISKED YOUR *LIFE* TO SAVE *ME*..?

YOU ARE HERE *BECAUSE* OF ME, JOSEPH.

I COULD DO *NO LESS.*

BECAUSE OF THE *MINDWIPE*, YOU DO NOT CLEARLY *REMEMBER* --

-- THAT ONSLAUGHT IS AS MUCH A REFLECTION OF *MY* AMBITION AS HE IS *YOURS?* SO I HAVE BEEN *TOLD.*

NEVER-THELESS, CHARLES XAVIER, THOUGH I NO LONGER *KNOW* YOU...

...I FEEL SAFE IN ASSUMING THAT I COULD NOT HAVE A *FINER ALLY* THIS DAY.

NOR I.

WE WILL *NEED* THE STRENGTH OF FRIEND-SHIP...

...AGAINST THE *WORST* OF *BOTH* OUR WORLDS.

THERE *IS* NO *SURRENDER*, HEROES!

I TAKE NO *PRISONERS!*

THOSE I *NEED*... I ALREADY *HAVE!*

"AS WELL HE *DID.*

"*FRANKLIN RICHARDS*, HEIR TO THE *FANTASTIC FOUR*... BORN WITH THE ABILITY TO *WARP REALITY*...

UNCA *BEN..?*

IT'S *C'OBBERIN' TIME*, UNCA BEN! DON'T LET HIM *HURT* YOU!

"... AND *NATE GREY*, REFUGEE FROM AN *ALTERNATE TIME-LINE*... AND, AS *X-MAN*, THE MOST POWERFUL *PSIONIC BEING* IN *ANY* REALITY."

NO...

... IT'S ... IT'S ALL COMING *TRUE*...

... AND I CAN'T *STOP* IT...

WHAT'S COMIN' TRUE, MISTER? WHAT ARE YOU *TALKIN'* 'BOUT?

ONSLAUGHT... HE USED MY *MEMORIES* AS A PLAN FOR CONQUEST. FRANKLIN, TRY TO *UNDERSTAND*...

... I COME FROM A WORLD OVERRUN BY A MADMAN NAMED *APOCALYPSE*. ONSLAUGHT... *ADMIRES* THAT WORLD.

NOW HE'S TAPPING *OUR POWERS* IN ORDER TO MAKE *THIS* ONE *JUST LIKE IT*... OR *WORSE*.

AND THERE'S NOTHING WE CAN *DO*.

NOTHING.

THAT'S NOT WHAT Mr. *XAVIER* SAID.

HE *TALKED* TO ME... TOL' ME TO *FIGHT* ONSLAUGHT... BUT I COULDN'T. NOT ALL *ALONE*.

BUT NOW THAT *YOU'RE* HERE, MAYBE...

... MAYBE WE CAN *TOGETHER?*

SORRY WE'RE *LATE*... BUT YOU LEFT US A LITTLE *FLAT-FOOTED* WHEN YOU CHARGED OFF ON YOUR *OWN.*

WE'RE SHIELDED FROM ONSLAUGHT'S *PSIONICS* BY *PSI-SCRAMBLERS.* HOW ABOUT YOU?

WE'RE NOW FEW ENOUGH -- UNFORTUNATELY -- WHERE *JEAN* AND *CABLE* CAN PROTECT US, IRON MAN. BESIDES --

-- IT DOESN'T LOOK LIKE WE'LL GET *CLOSE* ENOUGH TO ONSLAUGHT FOR IT TO *MATTER.*

HE'S ERECTED A *FORCE-BARRIER* AROUND HIS *CITADEL,* AND --

THOOM

WHAT THE --?

THE *GROUND* -- IT'S *QUAKING?*

THE *GROUND* ISN'T OUR *PROBLEM,* FALCON! LOOK *UP!*

GOOD *LORD!* IS THAT --?

A *SECOND SUN?*

MY GOD -- IT'S *FILLING* THE *SKY!*

IT'LL *MELT* THE *EARTH!*

WE SHOULD *LIVE* LONG ENOUGH!

BELIEVE ME -- ITS *GRAVITY* WILL WIPE THE PLANET *CLEAN* FIRST!

HOW... HOW CAN THIS BE? IT'S *INCONCEIVABLE!*

ONLY TO A *SCIENTIST*, REED! YOU KNOW THE *RULES* OF THE *UNIVERSE!*

FRANKLIN ISN'T AS *HAMPERED!*

NOTHING'S IMPOSSIBLE TO *ONSLAUGHT*... NOT WHEN HE HAS THE POWER OF *X-MAN* -- AND THE IMAGINATION OF *OUR SON* -- AT HIS *COMMAND!*

THOR! STORM! CRYSTAL! SEE WHAT YOU CAN DO TO CONTAIN THE *UPHEAVAL* AND KEEP US *ALIVE!*

THE REST OF US HAVE TO GET TO ONSLAUGHT -- *FAST!*

GREAT. NOW, ON TOP OF EVERYTHING *ELSE*, I'M *ASHAMED*.

THE *FIVE-YEAR-OLD* HAS IT TOGETHER TIGHTER THAN I DO.

YOU'RE AWFULLY *BRAVE*, YOU KNOW THAT? RUNS IN THE *FAMILY*, DOES IT?

I JUST WANNA HELP MY *FOLKS*. I WANNA...

... I WANNA BE WITH MY *MOMMY* AGAIN...

THEN LET'S MAKE THAT *HAPPEN*. I SAW *ONE* WORLD WIPED *OUT*, KID.

I WON'T WATCH IT *AGAIN*. DID YOU HAVE AN *IDEA*?

WELL... *ONS'AUGHT* SAYS HE WANTS *YOU* 'N' *ME* 'CAUSE WE C'N DO *ANYTHING*, RIGHT?

PRETTY *MUCH. SO?*

SO IF WE C'N DO *ANYTHING*... WE C'N EVEN GET OUTTA *HERE* IF WE *TRY* HARD ENOUGH, RIGHT?

Huh. NOT EXACTLY THE *SUPER-STRATEGY* I WAS *HOPING* FOR...

... BUT MAYBE THERE'S SOME *TRUTH* TO IT. KEEP A GOOD *THOUGHT*, FRANKLIN...

... AND MAYBE WE CAN, AT *THAT*... WITH A LITTLE *HELP*...

CONTACT!

I FOUND THE KIDS, CHARLES!

THEY'RE STILL IN THE CITADEL! THEY --

NNNGH!

CABLE? ARE YOU ALL RIGHT?

BARELY.

THE TECHNO-VIRUS IN MY SYSTEM -- IT TAKES ALL MY CONCENTRATION TO KEEP IT AT BAY. WORRY ABOUT ME LATER.

I LOCATED FRANKLIN AND NATE WITH A TELEPATHIC PROBE, CHARLES.

I CAN TETHER THEM PSIONICALLY -- GIVE THEM A PATH TO FOLLOW OUT ONCE ONSLAUGHT IS DESTROYED --

-- BUT ONLY WITH YOUR HELP.

WHICH WOULD NOT AMOUNT TO MUCH. AGAIN, ONSLAUGHT SHUT DOWN MY MENTAL POWERS .

UNDERSTOOD.

BUT, SUPPOSE I GET INSIDE JOSEPH'S HEAD -- AND USE HIS MAGNETISM TO NUDGE THE ELECTROCHEMICAL BARRIERS IN YOUR BRAIN?

RISK LEVEL?

NOT SMALL. IT COULD BACKFIRE ON ALL OF US.

BUT THE LIVES OF TWO INNOCENTS ARE ON THE LINE.

IN, JOSEPH?

HOW CAN I NOT BE?

NO. I FORBID THIS. I --

-- HAVE NO CHOICE IN THE MATTER. EVEN THOUGH MY PAST SINS ARE APPARENTLY INFINITE IN NUMBER...

... I'LL PAY BACK MY DEBTS ONE LIFE AT A TIME IF THAT'S WHAT IT TAKES.

DO WHAT YOU MUST.

... A *PITY* THAT I AM SO OFTEN FORCED TO SAVE YOU FROM *YOURSELVES*.

AS *EVER*, THE GENIUS OF *VICTOR VON DOOM* WILL BE OUR *ONLY SALVATION*.

ONSLAUGHT USES MUCH OF HIS MIGHT TO MAINTAIN HIS FORCE-FIELD. IN ORDER TO ERADICATE THE FIELD, WE MUST DISTRACT HIM.

YOU DON' *SAY*.

HOW MUCH DOES DOOM KNOW 'BOUT US, PANTHER?

BECAUSE I HAVE *NO INTEREST* IN *BETRAYING* YOU SIMPLY TO RULE A PLANET OF *CINDER* AND *ASH*, CHILD.

ONSLAUGHT *MUST BE STOPPED*.

OUR *NEXT MOVE* IS *YOURS* AND *YOURS ALONE*. ONLY YOU TWO *TOGETHER* HAVE THE POWER TO *STUN* OUR FOE.

AND WE TRUST YOU *BECAUSE..?*

YOU WOULD BE *SURPRISED*, GAMBIT.

I ALWAYS AM...

"*NEW YORKERS* ARE NOT GIVEN TO *PANIC*. MUCH HAVE THEY *SEEN* THROUGH THE YEARS..."

FOGGY, WHAT'S *HAPPENING?*

I DON'T *KNOW*, *KAREN*...

"... AND YET, AS THE VERY *AIR* BECAME THE COLOR OF *FIRE*, THEY WONDERED IF *THIS* SUNRISE WOULD BE THE *LAST*..."

"... EMPLOYEES AND TYRANTS *ALIKE*."

ALL THE *BUGLE REPORTERS* ARE ON THE *STREET*, *JONAH!* WE CAN GET THIS INTO *TOMORROW'S EDITION!*

PROVIDED THERE *IS* ONE, *ROBBIE!*

PROVIDED THERE *IS* ONE...

"THERE WAS *NO TIME* TO *DELIBERATE.* DOOM'S *STRATEGY* WAS *QUICKLY ADOPTED.*"

"AT HIS INSISTENCE, THE SYNTHEZOID, *VISION* -- PHASED IMMATERIAL -- *MERGED* WITH ROGUE, AUGMENTING HER ALREADY-TITANIC STRENGTH AND *DAMPING* HER *ABSORPTION* POWER --

"-- WHILE WOLVERINE *PIERCED* ONSLAUGHT'S FIELD WITH *BERSERKER RAGE* --

"-- AND *GIANT-MAN* AND *NAMOR* HELD THE RIFT OPEN *LONG* ENOUGH --

"-- TO ALLOW A MOMENT'S PASSAGE."

THEY'RE IN!
GO! GO!
FOOLS! YOU ARE NO PHYSICAL MATCH FOR ME!
THWAM
NO! A BLOW LIKE THAT SHOULD HAVE STAGGERED HIM...
...
... UNLESS...
WAN=>zzkk<=WANDA..?
I'M HERE. DON'T TRY TO TALK. YOUR WOUNDS --
WE HAVE B=>zzzk<=BEEN THROUGH =>zzzk<= MUCH...
... BUT NOTHING LIKE=>zzzk<= LIKE THIS.
HOLD ME TO =>zzzk<=TOGETHER, WANDA...
... HOLD =>zzzk<= ME...

GODDESS, THE *NOISE*...

...OF A BEAST *BELLOWING* WITH *FURY*.

DOOM'S PLAN *WORKED!*

THE FORCE BARRIER IS *FADING!* ONSLAUGHT'S *STRUGGLING* TO MAINTAIN *CONTROL!*

THIS IS OUR *CHANCE!*

SEND ME *IN*, COACH!

I CAN *TAKE* HIM, PHOENIX... BUT YOU HAVE TO *HELP*.

YOU HAVE TO ENTER MY BRAIN *TELEPATHICALLY* -- AND TURN BANNER *"OFF."*

SHUT HIM *DOWN*.

YOUR *HUMAN* SIDE? I CAN'T --

MY CONTROL SIDE -- AND YOU HAVE TO.

IT'S THE *ONLY WAY*.

PREPARE YOURSELF, THEN. I'M REACHING INTO YOUR *MIND*...

WHO'S BETTY?

LEAVE ME *THAT*, OKAY?

DO IT.

NYAARGH!

I DIDN'T *SAY* IT WOULDN'T BE *PAINFUL*... BUT WE COULD DO A *LOT WORSE* THAN TO MAKE YOU *ANGRY*.

BANNER? BANNER, ARE YOU *THERE*?

BANNER...

...IS *PUNY*.

HULK IS THE STRONGEST THERE IS!

HNNGH!

HULK WILL STOP ONSLAUGHT!

BTOOM

NO ONE BEATS HULK!

NO ONE!

IT'S *WORKING!* THE *HULK* HAS HIM ON THE *ROPES!*

LET'S *GO!*

SUSAN... I...

I KNOW, REED, I'VE *ALWAYS* KNOWN.

I LOVE YOU TOO. WITH ALL MY *HEART.*

ECCH! IT'S *SLOBBERIN'* TIME!

WAIT *UP,* FELLAS!

I'D RATHER FACE A WHOLE *ONSLAUGHT* OF ONSLAUGHTS THAN WATCH *THESE* TWO BIRDS PLAY *"PAUL 'N' JAMIE!"*

THAT'S OUR *BEN,* BLESS HIM. A COMEDIAN TO THE... TO THE...

TO THE *END?*

DON'T *BELIEVE* IT, SWEETHEART. PLEASE, NOT *YOU.*

I NEED TO SEE OUR *SON* AGAIN. TO *HOLD* HIM.

I *NEED* THIS WORLD TO GO *ON.*

DON'T *WORRY,* HONEY. I'M NOT GIVING UP...

... BUT LOOK *AROUND* -- AT THE *MASKS* AND THE *MUTANTS* WHO WALKED THE TRAIL *WE BLAZED.*

WHY DID THAT TRAIL TAKE US ALL HERE -- TO *THIS MOMENT?*

I DON'T *UNDERSTAND.* YOU'RE SAYING *THIS BATTLE* IS WHAT ALL THESE YEARS HAVE BEEN LEADING *UP* TO?

FOR THE FIRST TIME IN MY *LIFE...* I HAVE *ABSOLUTELY NO IDEA.*

AND, *SUSAN?*

THAT *SCARES* ME.

"EVERY *BLOW* UNLEASHED BY THE JADE GIANT *UNFETTERED* MORE OF ONSLAUGHT'S *MIGHT*.

"EARTH'S HEROES BRAVED A *PSIONIC CYCLONE* TO REACH THEIR FOE...

"... POOLING THEIR *POWERS*...

"... PUTTING ASIDE OLD *RIVALRIES*...

VISION, MY BROTHER -- *HOLD* TO ME!

"... REKINDLING OLD *FEELINGS*.

JOHNNY..?

HEADS *UP*, CRYS!

"MAN, MUTANT, OR *GOD*... *NOTHING* WOULD STAND IN THEIR *PATH*.

"FORWARD THEY *STRODE*, KNOWING WITH *GROWING CERTAINTY* THAT THIS WAS THEIR *LAST BATTLE*... "

"... COMFORTED ONLY BY THE KNOWLEDGE THAT THERE WAS NO BETTER WAY TO *GO*...

"... THAN BESIDE OLD *FRIENDS.*"

"THE AIR RANG WITH *ATOMIC THUNDER.*

"FOR MILES IN EVERY DIRECTION, WINDOWS SHATTERED... GROUND *TREMBLED.*

"THERE WAS *FEAR* IN *EVERY HEART...*

"... SAVE *ONSLAUGHT'S.*"

YOU CANNOT *WIN*, YOU GENETIC *FREAK!*

JUDGMENT HAS *ALREADY* BEEN *PASSED! NO ONE* WILL SURVIVE THE COMING OF *ONSLAUGHT!*

NO ONE IS *WORTHY!*

THIS IS *TRISH TILBY* REPORTING FOR *CHANNEL --*

WOW.

THOOM

THOOM

THOOM

STEP *ASIDE*, YOUNGSTER! NEITHER *SLEET* NOR *HAIL* NOR...

... Oh, *MY...*

I DESPISE *HUMANS* FOR THEIR *PREJUDICE* AND *HYPOCRISY* TOWARD THE *HOMO SUPERIOR RACE!*

I LOATHE *MUTANTS* FOR THEIR *COWARDLY ATTEMPTS* TO BE ACCEPTED RATHER THAN TO *RULE!*

TELL ME... HAVE I *FORGOTTEN* ANYONE?

JUST... *HULK.*

MAKES... HIM *MAD.*

THE *MADDER...* HULK GETS...

...THE *STRONGER...* HULK GETS...

...AND *HULK...*

...IS...

...ANGRY!

WAKANDA

WHAT WAS *THAT?*

WHAT? I HEARD YOU!

IT SOUNDED LIKE A *NUCLEAR BLAST* -- -- AT *GROUND ZERO!* THIS WAY!

ODIN'S BLOOD! I SEE NEITHER FRIEND *NOR* FOE!

LOOK BEYOND THE *SETTLING DUST,* THOR!

THERE'S HULK -- AND *BENEATH* HIM --

-- BANNER? BUT *HOW* --?

DON' *KNOW, MON AMI!* MEBBE HULK *POUNDED* D'*REALITY-CHANGIN'* POWERS *OUTTA* ONSLAUGHT?

SPEAKIN' O'*WHOM...*

HIS ARMOR -- CRACKED AND EMPTY! HULK *BEAT* HIM!

WE *WON!*

UNNNN

WHAT...

... WHAT'S HAPPEN --

HARDLY.

ONSLAUGHT IS NO LONGER A *PHYSICAL* CREATURE WHO CAN BE *BLUDGEONED* INTO *SUBMISSION!*

I AM *THOUGHT ITSELF!* I AM *PERCEPTION! PERCEPTION IS REALITY* --

-- AND REALITY **REJECTS** YOU!

TRANSLATION?

WE'VE BEEN *FOOLS!* HE'S BEEN *EVOLVING ALL ALONG* -- AND *THIS* MUST BE HIS *FINAL FORM!*

HIS ARMOR WAS ONLY A *SHELL!* NOW HE'S *PURE PSIONIC ENERGY,* FREE TO SPREAD *WORLDWIDE* --

-- AND WE'VE LEFT OURSELVES WITH NO WAY TO *ATTACK* HIM -- SINCE WE CAN NO LONGER *TOUCH* HIM!

'TIS A *VESSEL* TO *HOLD* HIM WE NEED?

THEN USE *MINE* --

-- MY *FLESH* AND *BLOOD!*

THE *SINEW* OF THE *THUNDER GOD* SHALL *SURELY* CONTAIN SUCH A *WICKED STORM* -- AND ONCE IT *DOES* --

-- YOU MUST SHOW ME *NO MERCY!* ONLY BY FELLING *ME* CAN YOU FELL *ONSLAUGHT!*

FOR *MIDGARD!*

FOR *ODIN!*

KRAK

FOR ASGA*RRAARRGHH*

THOR!

IT'S NOT *WORKING!* ONSLAUGHT'S TEARING HIM *APART* FROM *WITHIN!*

EVEN *THOR* CAN'T CARRY HIM *ALONE!*

THEN *ONE SIDE,* STRETCHO! *Mrs. GRIMM* ALWAYS TAUGHT HER BOY *BENJY* TO LEND A *HAND* WHEN THERE'S *HEAVY LIFTIN'!*

YA *WITH* ME, MATCH-STICK?!

RIGHT *BEHIND* YOU, GOOD BUDDY!

FLAME ON!

JOHNNY! BEN!

NO!

KRAKK

AARRH!

WHAT ARE YOU MISERABLE PARASITES *DOING?*

YOU'RE *DRAAAINING MEEEE!*

THEN IT'S STARTING TO *WORK* -- BUT THEY'LL NEED *MORE MASS* TO *CONTAIN* HIM! *I* SHOULD GO... BUT...

BUT *WHAT,* HANK?

IT'S JUST THAT... I KNOW WE'VE HAD OUR *DIFFERENCES,* JAN...

... BUT EVERY TIME I'VE *EVER* GONE OFF *WITHOUT* YOU...

... IT'S BEEN A *MISTAKE.*

HANK..?

I DON'T SEE ANYBODY COMING *BACK.* YOU REALIZE THAT IF WE *JOIN* WITH ONSLAUGHT...

... IT MAY BE THE LAST THING WE *EVER* DO?

I REALIZE THAT THE *WORLD'S* AT STAKE. DON'T *CONFUSE* ME WITH *DETAILS.*

AVENGERS ASSEMBLE!

OF ALL THE TRANSFORMATIONS YOU'VE *BEEN* THROUGH, PYM... *THIS* ONE LOOKS *PERMANENT.* STILL, IF YOU CAN HELP *STOP* ONSLAUGHT --

-- THEN MAYBE ALL OF THE *CHANGES* -- ALL OF THE *LONELINESS* -- WILL HAVE FINALLY *MEANT* SOMETHING.

HEY! WHAT'S THAT ABOUT *LONELINESS?*

SLOW *DOWN,* HANDSOME!

HOW'S A PRETTY *PARTNER-IN-PERIL* EVER SUPPOSED TO *KEEP PACE* WITH SUCH A *LONG-LEGGED DREAM-BOAT?*

I *LOVE* YOU, JAN. I ALWAYS *HAVE...* EVEN THROUGH THE *BAD TIMES.*

SAME *HERE,* HIGH-POCKETS.

SAME *HERE...*

FEEL THE *WIND!* ONSLAUGHT'S *THRASHING* LIKE A *TORNADO!* THOR'S IDEA IS *WORKING!*

WE'RE *WEAKENING* HIM! *IRON MAN,* BE READY TO...

IRON MAN, WHAT *IS* IT..?

HAS ANYONE SEEN *DOOM..?*

"... OUTSIDE AND *IN.*"

THERE THEY *ARE!* NATE -- TAKE MY *HAND!*

YOU BECAME *EVERYTHING* PEOPLE SAID YOU *FEARED* -- A MUTANT *OUT OF CONTROL!*

I'M ALWAYS ON THE *RUN* BECAUSE OF MANIACS LIKE YOU!

THEN *DON'T* TRUST *ME.* TRUST *YOURSELF!*

YOU THINK THAT IF YOU STAY HERE, YOU'LL *DIE...* BUT THE *RUNNING* FINALLY *STOPS.*

YOUR HAND?

GOODBYE, *FRYING PAN* -- HELLO, *FIRE!*

I'M SUPPOSED TO *TRUST* YOU? LOOK *AROUND!* THIS *IS* YOU!

DON'T GIVE *IN* TO THAT, NATE.

THERE IS A WORLD THAT *WILL ACCEPT* YOU. IT'S *SMALL,* BUT IT'S *THERE.* I *DREAMT* IT AND I *BUILT* IT.

YOU HAVE THE STRENGTH AND COURAGE TO *FIND* IT.

TAKE MY HAND!

WOLVERINE! QUICKSILVER! WAIT!

YOU CAN'T GO IN THERE!

WHAT? WHY NOT?

I NOTICED EARLIER THAT ONSLAUGHT'S ESSENCE EXPANDED WHEN ROGUE TOUCHED HIM! THAT CAN MEAN ONLY ONE THING!

SINCE HE BEGAN LIFE AS A MUTANT --

-- A MUTANT GENETIC PATTERN WOULD GIVE HIM THE PERFECT MEANS TO LIVE AGAIN!

SCARLET WITCH SEEMED TO BE PROTECTED BY HER HEX -- BUT THE REST OF YOU DON'T DARE MAKE CONTACT! IT'S UP TO US!

VERY WELL, RICHARDS. I REGRET THAT I CANNOT JOIN OUR COMRADES IN SACRIFICE...

... BUT I AM RELIEVED THAT MY WIFE CRYSTAL WILL BE SPARED.

OH, PIETRO, MY DARLING... AS ALWAYS, YOU DO NOT LISTEN.

HE SAID MUTANTS CANNOT PARTICIPATE. HE SAID NOTHING --

-- ABOUT INHUMANS!

OUR TIME WENT BY TOO QUICKLY, MY HUSBAND.

PLEASE... REMEMBER ME...

CRYSTAAAAL!

IT'S... IT'S OVER, BUB. SHE'S GONE.

I'M SORRY.

THE AIR *CRACKLES* WITH *RAW POWER!* WOULD THAT DOOM'S *ARMOR* COULD SIMPLY DRINK IT ALL *IN!*

STILL, MY INGENIOUS *ABSORPTION MODULE* CAN *CERTAINLY* STORE *ENOUGH* OF IT TO TURN THIS DAY TO MY *ADVAN* --

WHO DARES?

SKRAAAK

VIC! I'M *CRUSHED!* YOU GET SMACKED WITH AN *ARROW* --

-- AND YOU GOTTA ASK *WHO?*

-- RIGHT AFTER THEY ELECT A *NEW MONARCH!*

RELEASE ME! WHAT IS THE *MEANING* OF THIS?

I DON'T EXPECT YOU TO *KNOW*, DOOM. IT'S A *NEW IDEA* TO YOU.

IT'S CALLED *SACRIFICE.*

KRAK

GUESS YOUR *FAN CLUB* DOESN'T HAVE A BRANCH IN *LATVERIA*, HAWKEYE! THAT'S ONE THING THEY'LL HAVE TO TAKE *CARE* OF THERE --

AND THAT'S *EVERYONE* BUT US. WE WERE THE *FIRST*... AND WE'LL BE THE *LAST*.

READY, CYCLOPS?

YOU CAN COUNT ON *US*, Dr. RICHARDS.

I KNOW, SON. JUST MAKING *SURE*. WHATEVER *HAPPENS*...

... DO *NOT* HOLD *BACK*.

ONCE SUE AND I ARE IN, THE *X-MEN* HAVE TO HIT ONSLAUGHT WITH *EVERYTHING THEY HAVE* IN ORDER TO BLAST HIM OUT OF *EXISTENCE*.

OTHERWISE, WHAT WE'VE DONE HERE TODAY WILL BE FOR *NOTHING*. UNDERSTAND?

...

OF COURSE.

GOOD. *SUE?* ON YOUR *COUNT*.

FOUR.

TWO.

FINAL

GO!

THEY'RE IN!

X-MEN --

ATTACK!

"AND THEY *DID* ... THEIR HEARTS *HEAVY* WITH SORROW AND *RAGE*..."

"...WHILE BELOW... IN THE SHADOW OF *ARMAGEDDON*...

"... ONE *LAST, FORGOTTEN FIGURE* STIRRED...

"... AND ENDED...

"...WITH A ROAR LOUD ENOUGH TO SWALLOW THE *WORLD*."

"...AND JOINED THE FRAY IN THE ONLY MANNER HE KNEW *HOW*...

"...AS THE SYMPHONY OF POWER BUILT TO A *MIGHTY CRESCENDO*...

IT'S *HAPPENING!* ONSLAUGHT'S *VANISHING!*

NATHAN! FRANKLIN! IF WE'RE GOING TO PULL YOU FREE, IT HAS TO BE *NOW!*

PUSH YOUR POWER TO ITS FULLEST, FRANK!

YOU HAVE TO REACH OUT AS HARD AS YOU CAN -- AND HELP CREATE AN EXIT!

DO YOU UNDERSTAND?

I DO, MISTER...

...I DO.

"FOR THAT *SPLIT-SECOND*, THE WORLD HELD ITS *BREATH*.

"TO DEFEAT THE GREATEST *THREAT* THE WORLD HAS KNOWN, THE HEROES WERE PREPARED TO *SACRIFICE* THEMSELVES...

"... THEIR PRESENCE SCORCHED FROM THE VERY EARTH.

"BUT ONE SMALL BOY, WITH HOPE ENOUGH FOR THE WORLD ENTIRE, WOULD NOT *ALLOW* THIS.

"AS HUMANITY'S BRIGHTEST FADED FROM EXISTENCE, *MOTHER* AND *SON* GRASPED FOR EACH OTHER *ONE LAST TIME*.

"BUT AS THEIR SALVATION WAS SECURED *ABOVE*...

"... *HUMAN WITNESSES* GAPED IN *HORROR* AT THE HELL *BELOW*...

"IN THAT MOMENT, TIME AND SPACE *FROZE*.

"REALITY *WARPED*.

"AND, PERHAPS, HOPE WAS *REBORN*.

"... AND PASSED A TERRIBLE AND VICIOUS *JUDGEMENT*...

"... AGAINST THOSE THEY WOULD HOLD *FOREVER RESPONSIBLE* FOR THE *TRAGEDY*... "

"... OF A WORLD *WITHOUT HEROES.*"

I CAUGHT 'EM, PR'FESSAH. FRANKLIN, HE'S *FINE...*

... BUT *NATE...* HE'S...

... HE'S NOT *MOVIN'...*

NATE..?

-=KOFF=-

PRESENT AND... -=KOFF=-... *ACCOUNTED* FOR.

JUST A LITTLE *SHELL-SHOCKED*. DID...

... DID WE *WIN?*

I THINK IT WILL DEPEND ON WHO YOU *ASK.*

YOU WERE A BRAVE BOY TODAY, FRANKLIN. YOUR *PARENTS* WOULD HAVE BEEN VERY PROUD OF YOU.

WHERE... WHERE *ARE* THEY? MOM AND DAD AND UNCA BEN AND UNCA JOHNNY... WHERE DID THEY *GO?*

TO MAKE THE *NOBLEST* SACRIFICE OF ALL, FRANKLIN.

THEY GAVE OF *THEMSELVES...* SO THAT THE WORLD MIGHT *LIVE.*

THEY'LL BE BACK, WON'T THEY?

...

YOU'LL SEE THEM AGAIN *SOMEDAY.* I *PROMISE.*

IN THE *MEANTIME,* SO LONG AS YOU HOLD THEM IN YOUR *HEART...*

... THEY WILL *ALWAYS* BE *WITH* US.

"IN THE FADING RAYS OF *SUNLIGHT*, NATHAN GREY LIFTED XAVIER HIGH OVER THE *CITY*.

"ITS LONG SHADOWS DID *LITTLE* TO HIDE XAVIER'S *GRIEF*."

THANK YOU, NATHAN.

I THOUGHT IT BEST TO GET A GOOD LOOK AT THE DEVASTATION ONSLAUGHT CAUSED...

... SO THAT WE MIGHT *KNOW*... AND *REMEMBER*... PRECISELY WHAT WE WILL BE BLAMED FOR IN THE MONTHS AND YEARS TO *COME*.

THE *BYSTANDERS* SAW US TURN ON OUR COMRADES. THEY DON'T KNOW WHY. THEY WILL ASSUME THE *WORST*.

IF ONSLAUGHT EXACTED ANY REVENGE, HOWEVER ACCIDENTAL... IT WAS *THAT*.

THEY WERE *INCREDIBLE*.

WHO..?

THE *HEROES*. THEY WERE *GIANTS*... TITANS. THEY PASSED BY ME SO *BRIEFLY*.

I WISH I HAD GOTTEN A CHANCE TO *LEARN* FROM THEM. THEY COULD HAVE TAUGHT ME *SO MUCH*.

YOU HAD NO ONE *LIKE* THEM IN THE WORLD *YOU* CAME FROM?

NOT AT *ALL*. MAYBE IF WE *HAD*... THEY MIGHT HAVE MADE *MY* HOME A *BETTER PLACE*.

GOD KNOWS THEY MADE A DIFFERENCE *HERE*.

AND THAT IS MY *STORY.*

TOUCHING. A TALE OF THE *FITTEST SURVIVING.* MY FAVORITE *KIND.*

YOU WERE *CORRECT,* WATCHER, WHEN YOU TOLLED THIS HOUR AS THE *END* OF YOUR AGE OF *WONDER...*

...FOR THERE IS *ANOTHER* AGE DAWNING...

...AN AGE OF *APOCALYPSE.*

AND MARK MY *WORDS...* WITH THE ARENA *CLEARED* OF *DEFENDERS* AND *HEROES...* THAT AGE WILL BE UPON US *SOON.*

PERHAPS.

OR PERHAPS A *DIFFERENT* DAY IS AT HAND, APOCALYPSE.

A DAY OF NEW *POSSIBILITIES*... OF HEROES *REDISCOVERED* AND HEROES *REBORN*.

THE CHAMPIONS OF EARTH ARE BUT *MORTAL MEN*. THEIR *PASSING*, HOWEVER *TRAGIC*, IS *INEVITABLE*...

... BUT THEIR *LEGACY* WILL *ENDURE*...

... SO LONG AS THEIR *MEMORY* IS NOT *FORGOTTEN*.

M

THE SAGA CONTINUES IN...

FANTASTIC FOUR #1

CAPTAIN AMERICA #1

IRON MAN #1

AVENGERS #1

... AND THE REST OF THE MARVEL UNIVERSE!

MARVEL® COMICS

X-MEN

OCT '96 36

SPECIAL HEROES REBORN™ UPDATE INSIDE!

X-MEN®

A PRAYER FOR THE DYING

THE AFTERMATH OF WAR.

SOMETIMES IT IS MORE DIFFICULT THAN THE STRUGGLE ITSELF.

THE BEING CALLED ONSLAUGHT -- FORGED IN THE HEARTBREAK AND FRUSTRATION OF A PEACEFUL MAN NAMED CHARLES XAVIER --

-- BROUGHT ALL OF MANKIND TO THE BRINK OF TOTAL DESTRUCTION.

IN THE END, ONSLAUGHT WAS DEFEATED...

...BUT AT WHAT PRICE?

HE'S DYING.

STAN LEE presents

the GIFT

JEPH LOEB
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LETTERING

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COLORS

GRAPHIC COLORWORKS
ENHANCEMENT

MARK POWERS
EDITOR

BOB HARRAS
CHIEF

HIS NAME IS FRANKLIN RICHARDS.

DESPITE HIS YOUNG AGE, HE IS OLD BEYOND HIS YEARS.

THIS IS THE MAN WHO HELPED ME, GRANDPA.

AND NOW, WE GOTTA SAVE HIM.

SEE LAST ISSUE - Mark!

THE WORLD AS FRANKLIN KNEW IT HAS BEEN SHATTERED.

HIS PARENTS, REED AND SUE RICHARDS --

-- ALONG WITH HIS UNCLES, JOHNNY STORM AND BEN GRIMM --

-- GAVE THEIR LIVES IN ORDER TO SAVE HUMANITY FROM ONSLAUGHT.

BUT IN THE SPIRIT OF HIS FAMOUS FAMILY, HE HAS CHOSEN TO GO ON.

ATOP FOUR FREEDOMS PLAZA, ONCE THE VENERABLE HOME OF THE FANTASTIC FOUR.

IT IS NOW MERELY A SHELL OF THE BEACON THAT STOOD FOR HOPE IN THE OFTEN OPPRESSED ISLAND OF MANHATTAN.

TONIGHT, IT SERVES AS AN EMERGENCY ROOM OF SORTS.

ITS LONE PATIENT IS A MAN WHO GAVE HIS ALL IN THE BATTLE AGAINST EVIL...

... A WARRIOR WHO HAS BEEN GIVING HIS ALL SINCE THE DAY HE WAS BORN.

NATHAN DAYSPRING SUMMERS...

... THE MAN CALLED CABLE

YOU CAN DO IT, RIGHT, GRANDPA?

YOU CAN FIX MY FRIEND MISTER CABLE?

I WILL MAKE EVERY EFFORT FRANKLIN.

BUT EVEN WITH ALL MY SCIENTIFIC EXPERTISE, I HAVE NEVER...

TRY AND UNDERSTAND, CHILD, I'LL DO WHAT I CAN.

THIS TECHNO-VIRUS WHICH RAVAGES HIS BLOODSTREAM IS SO SEVERE THAT I...

NATHANIEL RICHARDS HAS SEEN MANY THINGS IN HIS LIFE. HE IS A SCIENTIFIC GENIUS WHO HAS CROSSED OCEANS OF TIME AND EXPLORED OTHER WORLDS...

... BUT NOTHING IN HIS MYRIAD OF JOURNEYS HAS PREPARED HIM FOR THIS.

AH'VE SEEN CABLE PULL THROUGH TOUGHER SCRAPES THAN THIS.

SAM GUTHRIE -- THE NEWEST X-MAN KNOWN AS CANNON-BALL, HAS ALREADY LOST ONE FATHER IN HIS LIFE.

HE CANNOT BEAR TO LOSE ANOTHER.

RIGHT, GUTHRIE. HE'LL BE UP AND AROUND IN NO TIME.

HER NAME IS DOMINO. SHE HAS BEEN CABLE'S FRIEND AND CONFIDANT FOR LONGER THAN ANY OF THEM.

BUT WHAT IF... CABLE-NATHAN DIES?

CALIBAN. SIMPLE IN MIND, BUT PURE IN HEART.

WE MUST PRAY TO WHATEVER GODS WE KNOW, CALIBAN, TO SEE TO IT THAT DOES NOT HAPPEN.

SHE IS ORORO MUNROE. STORM. AS THE CO-LEADER OF THE OFTEN OUTLAWED GROUP KNOWN AS THE X-MEN, THE SPECTRE OF DEATH HAS LONG FOLLOWED HER.

AND YET, IT'S NEVER LOOMED AS LARGE AS IT DOES THIS EVE.

FRANKLIN.

WE HAVE LOST *EVERYTHING.*

BEN.

JOHNNY.

YOUR MOTHER, SUSAN.

AND MY SON.

YOUR *FATHER,* FRANKLIN.

WE NOW LIVE IN A WORLD *WITHOUT* REED RICHARDS AND THE FANTASTIC FOUR.

WE HAVE TO THINK OF THE *FUTURE,* CHILD.

DON'TCHA WORRY ABOUT MY MOM AND DAD.

OR UNCA BEN AND JOHNNY.

YOU JUST FIX MISTER CABLE, GRANDPA.

YOU JUST FIX HIM.

...

... CHILDREN...

NEVER MY PARTICULARLY STRONG SUIT.

CURIOUS THAT FRANKLIN HAS TRANSFERRED SO MUCH OF HIS ANXIETY OVER THE LOSS OF HIS FAMILY...

... TO ***CABLE'S*** WELL-BEING, A MAN HE HARDLY KNOWS.

BY THE GODDESS, I HOPE WE DO NOT SHATTER WHATEVER FAITH HE IS CLINGING TO!

AND ***YOU***, MY DEAR FRIEND.

YOU'VE GIVEN SO MUCH OF ***YOURSELF*** TO SO ***MANY.***

DO YOU TRULY KNOW HOW MANY OF US WOULD GIVE ***ANYTHING*** FOR YOUR RECOVERY?

S-STORM..?

3101·ИL 3131OLLO LOИ

HE SPEAKS IN THE TONGUE OF A GROUP WHICH WILL NOT COME INTO BEING FOR SOME TWO THOUSAND YEARS...

*... FOR THAT IS THE FUTURE IN WHICH CABLE WAS **RAISED.***

*THE SISTERHOOD WHOSE LANGUAGE HE SPEAKS IS CALLED "**THE ASKANI**" -- LOOSELY TRANSLATED, IT MEANS "**OUTSIDER.**"*

*NO TERM COULD BE MORE APPROPRIATE FOR A MAN WHO IS ALSO A **MUTANT** -- THAT RARE HUMAN WITH STRANGE AND OFTEN FRIGHTENING POWERS --*

*-- AT A TIME WHEN NOW, MORE THAN EVER, THAT **DIFFERENCE** IS RESPONSIBLE FOR AN INCREASINGLY WIDENING SCHISM...*

*... BETWEEN THOSE SO GIFTED AND THOSE WHO ARE **NOT.***

CABLE-NATHAN.

FRIEND CALIBAN IS HERE.

YARGGHH!

BDIFF

GOTCHA.

CABLE DIDN'T MEAN TA, CAL.

IT'S THE TECHNO-VIRUS. IT'S HAVIN' HIM DO THINGS HE NORMALLY WOULDN'T.

CALIBAN HAS NEVER SEEN CABLE LOOK LIKE THIS BEFORE.

CALIBAN! AH'M COMIN'!

CALIBAN SEES YOU, CANNON-BALL.

WHY DID CABLE-NATHAN HIT CALIBAN?

CALIBAN DID NOT MAKE HIM SICK.

WILL CABLE-NATHAN EVER BE CALIBAN'S FRIEND AGAIN?

SAM GUTHRIE DOES NOT HAVE A QUICK RESPONSE.

AND IN HIS SILENCE, HE HAS TOLD CALIBAN MORE THAN HE COULD EVER SAY...

BLAST IT! CAN'T YOU STABILIZE THE MAN?!

I WON'T ACCOMPLISH *ANYTHING* WITH HIM TEARING ABOUT LIKE THIS!

CABLE! YOU'RE NOT *HELPING* HERE!

Dr. RICHARDS, THE TECHNO-ORGANIC VIRUS THAT RAVAGES CABLE WAS GIVEN TO HIM AS AN *INFANT.*

AS FAR AS WE KNOW, ITS ORIGINS ARE BOTH *ANCIENT* AND *ALIEN.*

HE'S ALWAYS BEEN ABLE TO USE HIS *TELEKINESIS* TO KEEP THE VIRUS AT BAY...

... BUT RECENTLY, THAT ABILITY WAS *COMPROMISED.*

WE ARE AT AS MUCH OF A LOSS AS YOU AS TO HOW TO *PROCEED.*

WHEN HE SAVED X-MAN IN CABLE #31 --Mark.

MAYBE NOT, STORM.

MAH DAD WAS SICK FOR A LONG TIME BEFORE HE DIED.

AND WE DIDN'T HAVE MUCH IN THE WAY OF DOCTORIN'.

BUT THAT DIDN'T MEAN WE DIDN'T *TRY.*

CABLE, SIR. IT'S, um, ME. SAM. I KNOW YAH'RE KINDA UNDER IT, RIGHT NOW.

BUT, YA GOTTA LISTEN TO MA VOICE.

I CAN HELP.

I CAN HELP MISTER CABLE LISTEN.

YA ALWAYS TAUGHT *ME* --

-- *ALL* OF US --

-- THAT WHEN IT GETS THE *DARKEST* --

-- THAT'S WHEN YA GOTTA FIGHT THE HARDEST TO FIND THE LIGHT.

WHETHER IT IS THE SOOTHING TONE OF SAM GUTHRIE'S SIMPLE VOICE --

-- OR SOMETHING... ELSE --

-- CABLE'S BODY STARTS TO RELAX --

-- AS HIS MIND BEGINS TO DRIFT --

YAH TOLD US ABOUT THE *PROMISE* FOR A BETTER *TOMORROW.*

THAT'S WHY YOU FIGHT THE GOOD FIGHT, ISN'T IT?

FOR *ALL* OUR TOMORROWS.

TYLER..?

H-HE THINKS HE'S TALKIN' TO HIS ADOPTED *SON...*

... BUT WE JUS' GOT THROUGH *BURYIN'* TYLER A LITTLE WHILE AGO.

... TOMORROW...

I CAN HELP YOU, MISTER CABLE.

JUS' LIKE MY *UNCA BEN* WOULD WANT ME TO.

SUDDENLY.

IN A PLACE OUTSIDE HERE AND NOW...

WHERE...

WHERE AM I..?

MY BODY... SOMEHOW *HEALED.*

WHAT'S HAPPENING TO ME?!

YOU THERE!

WHAT *IS* THIS PLACE?

YOU *KNOW* THIS LUSH HILLSIDE.

IT WAS YOUR FINAL *GIFT* TO ME.

A HILLSIDE NEAR THE GUTHRIE FARM IN KENTUCKY.

EVEN IN THE END, *DESPITE* THE LIFE I LIVED, YOU SAW TO IT THAT I COULD REST...

... PEACEFULLY.

*AT THE END OF HIS LIFE, TYLER DAYSPRING HAD ONLY **HATRED** FOR THOSE AROUND HIM.*

*CONSUMED WITH MADNESS, HE SOUGHT TO BE THE HEIR TO THE ANCIENT DESPOT CALLED **APOCALYPSE**...*

*... AND RECHRISTENED HIMSELF **GENESIS.***

*BUT, HE WAS NOT **ALWAYS** THUS.*

*DESPITE THE HARSH FUTURE HE GREW UP IN, HE FOUND A FAMILY THAT CARED FOR HIM IN HIS MOTHER **ALIYA**...*

*... AND THE MAN WHO GAVE HIM HIS NAME -- **NATHAN DAYSPRING.***

TYLER..?

HOW...

BUT I WASN'T ABLE TO SAVE YOU..!

I NEVER... DID WHAT I *PROMISED* YOUR MOTHER, TYLER.

I TOLD HER I WOULD *LOOK AFTER* YOU.

I *FAILED*...

WHAT IS IT YOU USED TO SAY TO ME?

ALWAYS QUICK TO TAKE THE BLAME ...

... AND NONE OF THE *CREDIT*.

YOU DIDN'T FAIL, CABLE.

TRUE, MY PATH WAS TWISTED BY STRYFE --

-- BUT NO MORESO THAN WHAT *APOCALYPSE* DID TO *YOU* BY INFECTING YOU WITH THE VERY DISEASE THAT'S KILLING YOU.

IF ANYTHING...

... I FAILED *MYSELF*.

BUT YOU WERE JUST A BOY!

YOU CAN'T BE HELD TO THE STANDARD --

THAT YOU SET FOR *YOURSELF*?

IT'S NOT ONLY THAT...

IT'S... MAYBE IF *I* DID MORE.

IF I HAD FOUND STRYFE SOONER AND KILLED HIM -- -- MAYBE I COULD'VE CHANGED THINGS.

OR MADE THEM WORSE. TIME HOLDS TOO MANY POSSIBILITIES.

IT IS MADNESS TO TRY AND RE-LIVE THE PAST -- WE MUST ACCEPT IT AND GO ON.

WHO KNOWS THE PHRASE BETTER, CABLE?

"WHAT IS... IS..."

WHEN I TOOK THE NAME "*GENESIS*", I THOUGHT IT WOULD MEAN A TIME TO START OVER.

TO BEGIN *ANEW.*

HERE, WHERE YOU LAID ME TO REST, THE SUN COMES UP EACH DAY AND SHINES ON THIS PLACE.

THAT'S WHAT I FORGOT ALONG THE WAY -- WHAT YOU *ALWAYS* WANTED TO TEACH ME, BUT I COULDN'T LISTEN.

THERE IS *ALWAYS* TOMORROW IF YOU HAVE HOPE AND YOU'RE WILLING TO FIGHT FOR IT.

I TOOK A SHORT CUT TO ACHIEVE MY DREAMS... I FAILED TO CONFRONT THE PAIN OF MY LIFE HEAD-ON.

IT COST ME TERRIBLY.

YOU... *SEEM* AT PEACE NOW...

I *AM*... AND I WILL *ALWAYS* BE WITH YOU.

BUT THERE *IS* SOMETHING YOU CAN DO FOR *ME*, TO MAKE UP FOR ALL THE HORRORS WE'VE BEEN THROUGH.

ANYTHING.

LET GO OF *REGRET*. *KEEP ON* FIGHTING AS YOU HAVE.

FULFILL YOUR DESTINY *AS YOU SEE FIT.*

AND THEN...

Dr. RICHARDS, IF'N YOU'RE GONNA *DO* SOMETHIN' --

-- IT BETTER BE *NOW!*

HE'S IN SOME SORT OF COMA STASIS --

-- IF I CAN REVIVE HIS HEART --

-- SO LITTLE TIME --

AHHH! THE PSIONIC FEEDBACK --

-- BLISTERING --

STORM..!

HAVE *FAITH*, DOMINO.

I *KNOW* THAT. BUT WILL IT BE ENOUGH?

LITTLE FRANKLIN. ARE YOU *SCARED* LIKE CALIBAN IS SCARED?

YOU DON'T GOTTA BE SCARED, CALIBAN.

IF YOU GOT HOPE, THE GOOD GUYS *ALWAYS* WIN.

AH WISH THAT WERE TRUE, KID.

BUT WITH *XAVIER'S* FALL...

NOW, CABLE...

WHAT'S GONNA HAPPEN TA THE *REST* OF THE PEOPLE WHO *FOLLOWED* THEM?

BRACE YOURSELVES!

THE VIRUS MUST HAVE REACHED HIS *CEREBRAL CORTEX* --

-- HIS TELEKINESIS IS GOING OUT OF *CONTROL!*

THE ENTIRE LAB -- HIT WITH A TELEKINETIC *JOLT!*

EVEN WITH MY POWER OVER THE ELEMENTS --

-- THERE IS LITTLE I CAN DO TO *STOP IT!*

IN TRYING TO SAVE CABLE, WE MAY HAVE DOOMED US *ALL!*

NOW'S PROBABLY NOT THE BEST TIME TO ASK THIS, *RICHARDS* --

-- BUT'VE YOU GOT THE SLIGHTEST IDEA WHAT YOU'RE DOING?!

MAYBE WE SHOULD BE FINDING CABLE'S LITTLE RAT OF A MENTOR, *BLAQUE-SMITH* --

-- OR *NATE GREY* --

SOMEBODY WHO *KNOWS* CABLE'S PHYSIOLOGY BETTER THAN --

YOUNG LADY, ARE YOU *ALWAYS* THIS MUCH OF A NUISANCE?

DOMINO! CABLE IS *DYING!*

OUR LAST, BEST AND *ONLY* HOPE IS TO LET Dr. RICHARDS DO WHAT HE CAN.

THEN...

I AM SORRY.

WHAT?!

NO!

CALIBAN DOES NOT UNDER-STAND.

GRANDPA... WHAT'RE YOU SAYING?

THE VIRUS HAS *COMPLETELY* ENVELOPED HIS BRAIN.

HE HAS HOURS --

-- MAYBE EVEN *MINUTES...*

IF THERE IS ANY *FAMILY* HE SHOULD BE WITH --

-- YOU SHOULD GET HIM THERE.

QUICKLY.

YES, HE HAS FAMILY.

WE ARE HIS FAMILY.

AND THIS IS *UN-ACCEPTABLE.*

STORM, WHAT'RE YOU *DOING..?*

WE SHOULD BE GETTIN' HIM BACK TO *JEAN* AND *SCOTT.*

NO!

THERE IS *ALWAYS* ANOTHER WAY.

IT IS ONE OF THE FOUNDING PRINCIPLES OF THE X-MEN.

I BELIEVE IN YOU, NATHAN.

I BELIEVE THAT IF YOU SET YOUR MIND TO IT-- YOU CAN DO *ANYTHING.*

I BELIEVE IN YOU, TOO, MISTER CABLE.

AND THERE ARE THINGS I CAN DO WITH *MY* MIND, JUST LIKE YOU.

ANOTHER TIME, ANOTHER PLACE...

...THE FOREST OF **EBONSHIRE.**

A LEGENDARY PLACE -- EVEN FOR THE TIME IN THE FAR-FLUNG FUTURE THAT IS LITTLE MORE THAN A MEMORY FOR CABLE.

IT IS HERE THAT YOUNG DAYSPRING FIRST ENCOUNTERED THE TEACHINGS OF THE **ASKANI** --

-- AND BEGAN DOWN THE ARDUOUS ROAD OF BEING **"THE CHOSEN ONE."**

ANOTHER SEMINAL MOMENT OCCURRED IN THIS PLACE.

IT WAS HERE CABLE MET HIS FIRST, AND SOME WOULD SAY, HIS ONE **TRUE** LOVE.

THE NOVITIATE KNOWN AS **ALIYA.**

SHE WHO WOULD SOMEDAY BECOME HIS WIFE --

--AND WHO WOULD TRAGICALLY DIE TO PRESERVE THE FREEDOM THEY DESPERATELY SOUGHT TOGETHER.

NATHAN.

SEE ASKANI'SON #1 · 4 -- Askani'Mark!

ALIYA?! BUT *HOW* -- ?!

Shh... YOU HAVE TO GET YOUR BODY, *MIND* AND *SPIRIT* AS ONE.

THE PATH YOU TRAVEL IS LONG AND HARD --

-- BUT THERE WILL COME A DAY WHEN THE VERY *WORLD* WILL REAP ITS REWARDS TENFOLD.

THERE IS STILL SO MUCH AHEAD OF YOU.

I... HAVE TO GO *BACK*, DON'T I?

EVEN THOUGH SOMEHOW, SOMEWAY WE'RE *TOGETHER* AGAIN.

I HAVE TO FULFILL MY ALL-CONSUMING *DESTINY*.

YOU *ALWAYS* SAW THE WORLD AS SOMETHING THAT YOU HAD TO TAKE ON *ALONE*...

... A BURDEN ONLY THE *ASKANI'SON*, WITH HIS TERRIBLE PURPOSE, COULD CARRY.

BUT THERE ARE OTHERS WHO WOULD SHARE YOUR TASKS *AND* YOUR TRIALS.

YOU NEED ONLY *LET* THEM...

... AS YOU ONCE DID WITH *ME*.

I COULD *ONLY* TELL *YOU* THIS...

... WHAT YOU ASK OF ME... ALIYA...

... IT IS TOO PAINFUL.

WHEN I *HAVE* OPENED MY HEART...

... I LOST THE PEOPLE I CARED FOR THE *MOST.*

TYLER...

... AND YOU, MY LOVE.

YOU *NEVER* LOST ME.

WE MADE A PROMISE.

3101 KL 31310LLO LOK

"FOREVER."

BUT... I AM THE PAST...

REMEMBER ALWAYS WHAT YOUR NAME MEANS.

"DAYSPRING."

"A HOPE FOR A BETTER TOMORROW."

TAKE THAT HOPE AND KNOW THAT TYLER AND I WILL ALWAYS BE IN YOUR HEART.

LET YOUR HEART SWELL WITH OUR MEMORY --

-- SO THAT YOU CAN MOVE ON AND FIND AN EVEN *BRIGHTER* PATH.

G'JOURNEY, NATHAN DAYSPRING.

G'JOURNEY...

AND SUDDENLY, SLOWLY...

... SOMETHING MIRACULOUS OCCURS...

FOREVER...

NATHAN?

HE'S COMING *OUT* OF IT!

CALIBAN KNEW CABLE-NATHAN WOULD NOT DIE.

BUT... IT'S *SCIENTIFICALLY* IMPOSSIBLE -- MOMENTS AGO, HE WAS NEAR DEATH!

NOW -- THE VIRUS IS *RE-TREATING* --?

TELL THAT TO CABLE, DOC!

HE'S GONNA BE *ALL RIGHT*, GRANDPA. YOU'LL *SEE*.

FOR SEVERAL WEEKS NOW, THE **TECHNO-VIRUS** THAT HAS **POISONED** CABLE SINCE INFANCY --

-- HAD SLOWLY **ENCROACHED** THROUGHOUT HIS BODY, SEEMINGLY UNSTOPPABLE --

-- UNTIL, AT LAST, HE COULD NO LONGER STEM ITS TIDE.

THERE WOULD BE **NO ONE** TO SAVE HIM...

... SAVE FOR THE MAN HIMSELF.

I'M BACK.

AND IN HIS VOICE, THEY ALL NOTICE A NEW TIMBER --

-- A STRENGTH THEY ALL THOUGHT WAS LOST...

...BUT IS NOW REJUVENATED...

... TENFOLD!

BUT... SIR... IF YA ALWAYS HAD THE POWER TA STOP THE VIRUS -- -- WHY DIDN'T YA STOP IT *BEFORE* IT GOT ALL OUTTA CONTROL?

I... DON'T KNOW, SAM.

MAYBE BECAUSE OF THE NATURE OF THE *INTERFERENCE* ON THE PSIONIC PLANE CAUSED BY BOTH NATE GREY AND ONSLAUGHT.

MAYBE ONSLAUGHT *HIMSELF* WAS KEEPING ME FROM BEING AT MY BEST.

BUT... MAYBE IT WAS WITH A LITTLE HELP FROM MY FRIENDS.

YOU'RE MY FRIEND, AREN'T YOU, FRANKLIN?

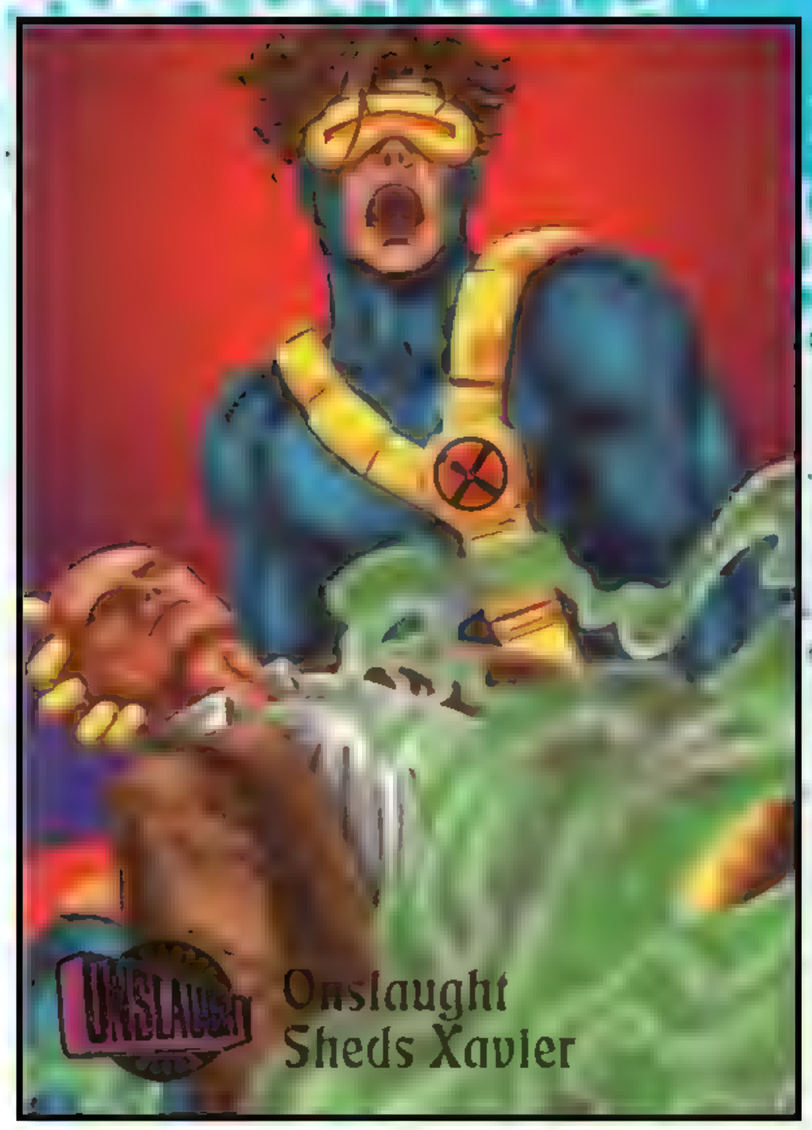
FOREVER AN' EVER, MISTER CABLE.

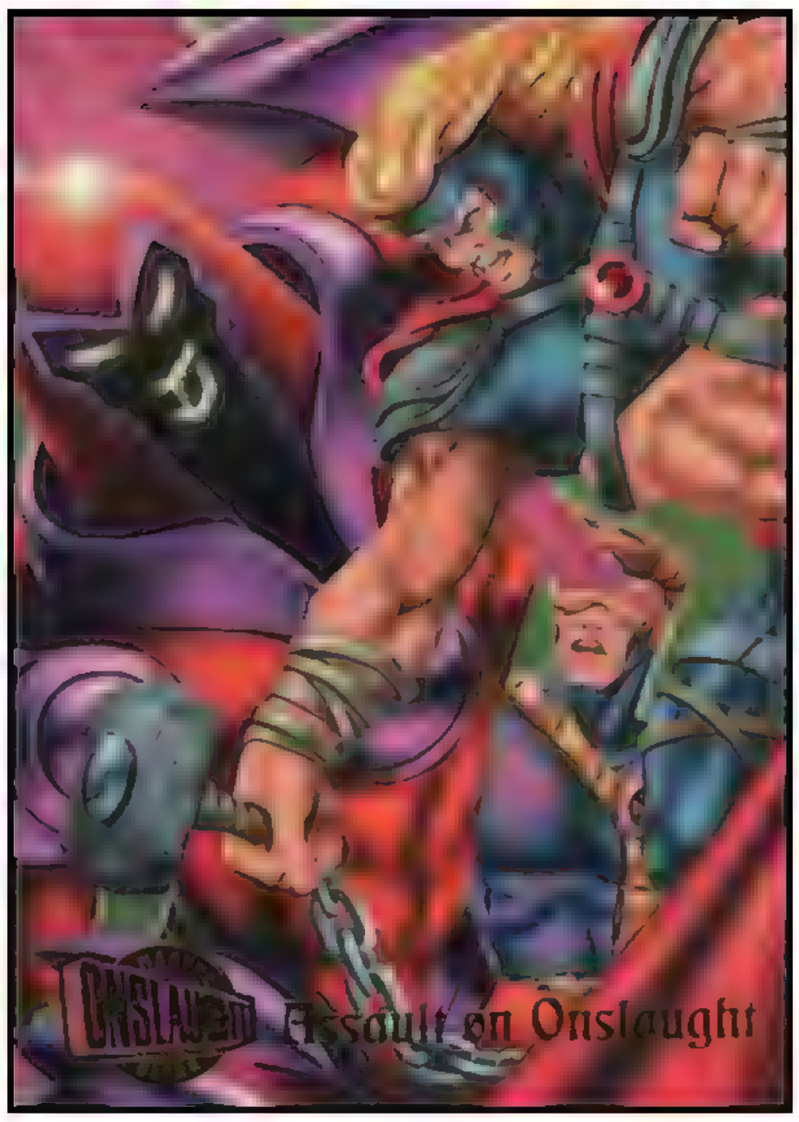
OR MAYBE...

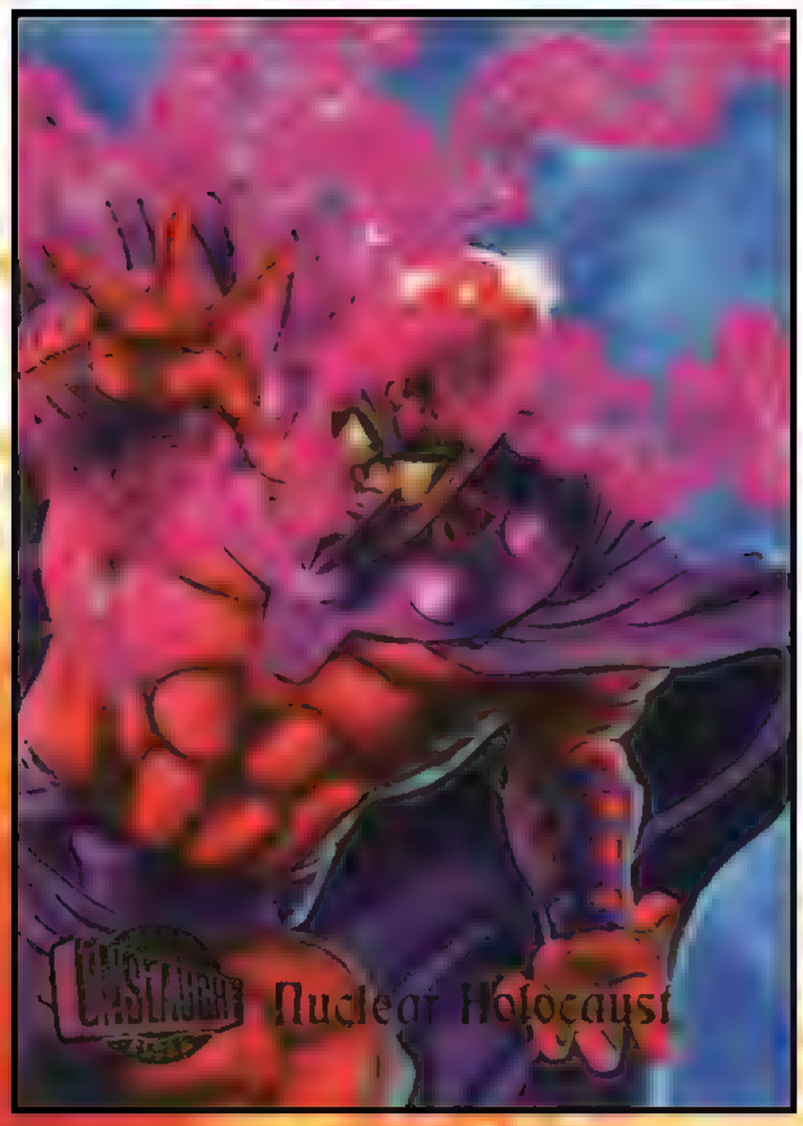
... PART OF MY HEART THAT HAD BEEN CLOSED OFF FOR SO LONG...

... IS NOW OPEN AGAIN..?

Marvel Ultra Onslaught 1996 **trading-card art by John Czop, Yancey Labat, Regie Milburn, Chris Chuckry, Byron Taylor & Digital Chameleon**







MARVEL COMICS

X-MEN

OCT '96 337

THE UNCANNY X-MEN

SPECIAL HEROES REBORN™ UPDATE INSIDE!

APPROVED BY THE COMICS CODE AUTHORITY

MARZ

THINGS CHANGE.

PEOPLE CHANGE.

YOU.

ME.

EVERY ONE OF US... EVERY DAY OF OUR LIVES.

THE DAY YA' STOP CHANGIN' --

-- IS THE DAY YA' DIE.

BUT YOU DON'T NEED *ME* TO TELL YOU THAT, *CHUCK.*

THAT'S THE *WHOLE* REASON YOU OPENED UP THE DOORS OF YOUR HOME TO US.

IT'S WHY YOU TOOK A *HANDFUL* OF MUTANTS AND *DEDICATED* YOUR LIFE TO *TRAINING* US...

...TO TURNING US INTO THE *X-MEN.*

YOU MAKE ME SOUND LIKE *PROFESSOR CHARLES FRANCIS XAVIER,* PATRON SAINT OF HOMO SUPERIOR.

BUT THAT'S NOWHERE NEAR THE CASE ANYMORE, *IS* IT, *LOGAN?*

IF IT EVER WAS...

THERE'S ALSO *ONSLAUGHT.*

THERE WILL *ALWAYS* BE ONSLAUGHT.

THAT THING WASN'T YOU, PROFESSOR... NOT *ENTIRELY.*

THE ONLY REASON HE EVEN *HAPPENED* AT ALL IS 'CAUSE YOU WERE TRYIN' TO *SAVE* MY *LIFE!*

MAGNETO *YANKED* OUT MY *ADAMANTIUM SKELETON* AND YOU DID WHAT YA' *HAD* TO TO *STOP* HIM FR--

YES. WHAT IS THE EXPRESSION..?

"NO GOOD DEED GOES UNPUNISHED."

SEE THE CLASSIC X-MEN #25. - Bob.

STAN LEE *presents the* UNCANNY X-MEN *in*

KNOW thy ENEMY

IRONIC, ISN'T IT?

IN A SINGLE MOMENT OF *PROFOUND ARROGANCE*...

...I DID *MORE* TO DESTROY *ALL* THAT WE'VE WORKED FOR...

...THAN THE *LEGION* OF *ADVERSARIES* WE'VE FACED SINCE OUR TRIALS BEGAN.

SCOTT LOBDELL writer

JOE MADURIERA pencils

TOWNSEND & RUSSELL inks

lettering RS/COMICRAFT/KF

DUCEES&TB! colors

BOB HARRAS editor

SO WHAT?

SO NOW YOU'RE GONNA TRY TO SQUEEZE YOUR ENTIRE LIFE INTO ONE MISTAKE?

YOU'RE GONNA TAKE ALL THE GOOD YOU'VE EVER DONE --

-- ALL THE TIMES YOU SAVED THE WORLD --

-- NO. DON'T EVEN GO THAT FAR --

-- JUST THINK OF ALL THE SINGLE LIVES YA CHANGED FOR THE BETTER...

...AND NOW, SUDDENLY, NONE OF THAT IS SUPPOSED TO MATTER?

LOOK, PROF -- NOBODY KNOWS BETTER THAN I DO WHAT IT MEANS TO STRUGGLE WITH YOUR INNER DEMONS.

LOGAN...

... DO NOT TRY TO EQUATE YOUR PAIN TO MY OWN.

YOU WRESTLE A BEAST WITHIN YOU. A NOBLE EFFORT TO BE SURE, BUT IN THE LARGE SCHEME OF THINGS, NO DIFFERENT THAN WHAT MANY OF US FACE DAY TO DAY.

I POSSESS -- I POSSESSED -- THE POWER TO READ MINDS, TO WIPE THEM CLEAN IF I CHOSE. I COULD COMMAND THEM TO DO THAT WHICH I WISHED.

DON'T SEEK TO TRIVIALIZE MY EXPERIENCE BY COMPARING IT WITH YOUR OWN.

HA!

NICE TRY, CHUCK -- BUT I AIN'T RISIN' FOR THE BAIT.

I THOUGHT I WAS THE ORIGINAL KING OF PUSHING PEOPLE AWAY.

EVEN WITHOUT YOUR MENTAL POWERS, YOU'RE GOOD AT HEAD GAMES, AIN'T YOU?

YOU HAVE NO IDEA.

ELSEWHERE.

SPECIFICALLY, THE MOUNTAIN OF PILE AND RUBBLE THAT WAS --

-- UNTIL RECENTLY --

-- CENTRAL PARK IN NEW YORK CITY.

HE IS CALLED BASTION.

HE SEES HIMSELF AS THE LAST LINE OF DEFENSE IN HUMANITY'S EVER-ESCALATING COLD WAR WITH MUTANTS.

THE INTERNATIONAL TASK FORCE WHICH IS OPERATION: ZERO TOLERANCE AGREES WITH HIM.

SOON, HE AND HIS OPERATIVES WILL TIP THE TENUOUS BALANCE OF GENETIC POWER... FOREVER.

MUTANTS WILL AT LAST BE HELD ACCOUNTABLE FOR THEIR CRIMES...

... THE FOREMOST CRIME BEING THE DAMAGE DONE BY ONSLAUGHT.

IT WAS HERE THAT THE WORLD SAW EARTH'S MIGHTIEST HEROES SACRIFICE THEIR LIVES --

-- TO DESTROY A MUTANT FOE THAT THREATENED EVERY LIVING BEING ON THE PLANET.

CAPTAIN AMERICA, THOR, IRON MAN, AND THE FANTASTIC FOUR AMONG OTHERS... ARE SIMPLY NO MORE.

NOWHERE IS THE CRY FOR VINDICATION OF THOSE HEROES MORE VOCIFEROUS...

SEE ONSLAUGHT: MARVEL UNIVERSE. -- Bob.

... THAN IN THE VOICE OF GRAYDON CREED:

CANDIDATE FOR PRESIDENT OF THE UNITED STATES.

WHEN?

WHEN?

WHEN IS IT GOING TO BE *ENOUGH?*

WHEN IS IT GOING TO *STOP?*

THEY'VE *TAKEN* OUR HEROES.

HOW MUCH *MORE* CAN WE *GIVE?*

SLEAZE.

AS *SPIDER-MAN*, I LOST A LOT OF FRIENDS IN THAT FIGHT WITH ONSLAUGHT.

KLIK

AS *PETER PARKER*, FREELANCE PHOTOGRAPHER, I GET A *FRONT ROW* SEAT AS HE TURNS A *TRAGEDY* INTO A *SOUND BYTE.*

MY CANDIDACY ISN'T ABOUT QUESTIONS, THOUGH.

IT'S ABOUT ANSWERS.

CNN

ALL I NEED IS ONE VOTE.

YOUR VOTE.

I'LL TELL YOU WHEN IT STOPS.

IT STOPS TODAY!

FOX LIVE

HOW CAN YOU NOT *LOVE* THIS GUY?

YOU CAN'T BE *SERIOUS*, JONAH.

THE MAN *SELLS PAPERS, ROBBIE.* YOU *HAVE* TO GIVE HIM THAT.

THE MAN'S A *POLITICIAN.* HE'LL SAY *ANYTHING* TO GET ELECTED --

-- AND HE'S SAYING IT TO THE LOWEST *COMMON DENOMINATOR!*

HE'S SPEAKING TO OUR *FEAR*, OUR *PARANOIA* OF ANYTHING THAT'S *DIFFERENT.*

OUTGOING

I'VE BEEN IN *CHARGE* OF THE *DAILY BUGLE* FOR THE *BETTER* PART OF MY LIFE, AND I'M *TELLING* YOU...

... THERE'S... *SOMETHING ELSE.*

LOOK AT HIS *EYES*, ROBBIE.

THAT *ANGER* IS REAL. IT'S NOT *JUST ABOUT* GETTING HIS NAME IN THE *HEADLINES.*

HE'S *DOING* IT FOR A *REASON.*

CREED FOX NEWS

I WONDER...

ROBBIE, GET ME *EVERYTHING* WE --

I'M ON IT, JONAH.

SAMSON? GET ME URICH, STAN AND *BANDAVEROUS...* IN MY OFFICE. *FIVE MINUTES* AGO.

I'M *TELLING* YOU, ROBBIE -- THIS MIGHT BE THE *BIGGEST STORY* OF THE *YEAR.*

IF WE *DON'T ACT NOW*, ALL WE'LL HAVE LEFT IS *NOTHING...*

... NOTHING!

BEEP BEEP BEEP

7:03 AM SONY

ZAKT

WELL, *THAT* WAS MATURE.

HERE I AM, *CYCLOPS* -- SO-CALLED *LEADER* OF THE X-MEN -- AND *HOW* DO I USE MY *OPTIC BLASTS..?*

AS A *SNOOZE* BUTTON?

MAYBE *JEAN* WON'T NOTICE.

RIGHT. THE *SECOND* MOST POW--

THE MOST *POWERFUL TELEPATH* IN THE WORLD, AND *I'M* TRYING TO KEEP A SECRET.

HMP.

FOR AN INSTANT THERE... THINGS ALMOST FELT LIKE THEY WERE *NORMAL* AGAIN.

AS IF ANYTHING IN MY LIFE HAS *EVER* HAPPENED --

-- THAT I CAN USE AS A *GUIDELINE* FOR *NORMAL?*

UNCANNY.

IN SO MANY WAYS, THE WORLD HAS CHANGED *COMPLETELY* IN THE PAST WEEKS.

AND IN *OTHER* WAYS...

...IT *HASN'T* CHANGED AT ALL.

YES, THE HEROES ARE *GONE*.

THE X-MEN WERE BETRAYED BY THE MAN WHO *BROUGHT* US TOGETHER.

EVEN THE WEATHER IS *JUST NOW* COMING AROUND.

BUT THE *SMALL* THINGS... THE *PRIVATE* THINGS?

I STILL HAVE A *WIFE* WHO *LOVES* ME... WHO MAKES IT *ALL* WORTH-WHILE.

I'M STILL *HOBBLED* BY MY MUTANT POWER.

AND -- *SURPRISE, SURPRISE* --

-- THE *REST* OF THE WORLD STILL WANTS TO *KILL* US ALL... JUST BECAUSE WE'RE *"DIFFERENT."*

SOMEDAY, I JUST WANT TO KNOW: DIFFERENT FROM *WHAT?*

READ THE *PAPER* TODAY, SCO--?!

WHU--?!

ZAKT

WHOULPHN!

WHAM

BOOP

BEAST?

OUCH.

INCONCEIVABLE.

FOR WEEKS, AS MY *DEVIANT DOPPEL-GANGER* DELIGHTED IN *DECEIVING* YOU --

-- YOU NEVER *LAID A HAND* UPON THE SO-CALLED *"BLACK BEAST."*

FINALLY, I LEAP, BOUND AND *BEQUEATH* YOU WITH MY *PRESENCE...* AND *THIS* IS WHAT I GET --

-- ZAKT?!

SORRY, HANK.

YOU *STARTLED* ME.

IMAGINE HOW *I* FELT?

I WAS EXPECTING THE MORE *SEDATE SALUTATION* OF, *"MORNING, Dr. McCOY. AREN'T YOU LOOKING PARTICULARLY BLUE THIS DAY?"*

"ZAKT"?!

IT BEGAN IN X-MEN UNLIMITED #10. -- Bob.

GUESS WE'VE ALL →URN← BEEN ON EDGE THIS →UMPH← PAST WEEK. →URMP←

I BLAME *MYSELF.*

WHAT WITH HAVING BEEN *REPLACED* BY A HOMICIDAL *MANIAC*...

... AND ME NOT *TELLING* ANYONE.

I GUESS *SOMEONE* →HMRP← SHOULD HAVE NOTICED.

TO BE *HONEST*, SCOTTY, I'VE HAD MY HEAD BURIED SO FAR UP MY LAB FOR THE PAST *FEW MONTHS*...

I'M NOT... SURPRISED... ANYONE...

OW!

I THINK YOU'RE GOING TO HAVE TO CONSIDER *BLASTING* THE TUB.

I'VE ALREADY *TRASHED* MY ALARM CLOCK.

JEAN'LL *KILL* ME.

JUST... *PUSH!*

YOU *DID* IT, SCOTT!

I'M *FREE.*

FREE.

GOD, I *LOVE* THAT WORD.

A *GOOGLE* THANK YOUS.

AT LEAST *ONE* YOU'RE WELCOME.

HEY, IN CASE I HAVEN'T *MENTIONED* IT YET --

-- IN WORDS OF *ONE SYLLABLE*...

... IT IS *GOOD* TO BE *HOME.*

IT'S GOOD TO *HAVE* YOU HOME.

NOW LET'S GET SOME *BREAKFAST.* JEAN IS MAKING HER *TRADEMARKED* --

WHAP

WHA --?! A PATCH OF... ICE?!

SPLING

SCOTTY? LOOK --

BOMP

-- OUT.

HEY, I THINK WE'RE *ONTO* SOMETHING HERE!

I GOT IT -- *THE DANGER TUB!*

HAHAHAHAHA

HAHAHA

HAHAHAHAHAHAHAHAHAHA

SHOULD I?

IF *YOU* DON'T, *I* WILL.

GET IT?!

YEAH, BOBBY. WE *GET* IT.

ZAHT

NOW IT'S *YOUR* TURN.

HAW! YOU *MISSED* ME!

PTNG

WHU --?!

YEAH, BOBBY. I *MISSED* YOU.

BOMP

KIDS.

IF I DIDN'T KNOW FOR A FACT THAT THE ENTIRE WORLD HAS BEEN TURNED *UPSIDE* DOWN --

-- I'D SWEAR THINGS WERE BACK TO WHAT *PASSES* FOR *NORMAL* AROUND HERE.

A *WEEK* AGO, I DON'T THINK *ANY* OF US BELIEVED WE'D EVER HEAR THE SOUND OF *LAUGHTER* AGAIN.

CRYSTAL...

... ALWAYS TOLD ME *I* NEEDED TO LAUGH MORE.

Oh.

I'M SO *SORRY*, *PIETRO*.

BEING AROUND US, AFTER LOSING YOUR WIFE *AND* YOUR SISTER MUST BE *AGONY* FOR --

I'VE GOT TO GO ON... IF ONLY FOR MY *DAUGHTER'S* SAKE.

DON'T APOLOGIZE, JEAN.

STAYING WITH YOU AND CYCLOPS HAS BEEN... COMFORTING.

YOU KNOW WE'RE ALL *HERE* FOR YOU AND LITTLE LUNA.

YES.

AND THEN --

Shhh.

LESS THAN AN INSTANT LATER...

CLICK

JEAN..?

-ACHEM-

WHA --?!

YES, WELL...

...IS THERE...

...ANYTHING ELSE...

...I CAN...

...DO TO...

...HELP PREPARE...

...FOR BREAKFAST?

ZIP

ZIP

ZIP

PLAP

PLAP

PLAP

Uh... NO, PIETRO. THANK YOU. BETSY, *GOOD MORNING.* ISN'T IT A LITTLE... *EARLY*... TO BE IN *UNIFORM?*

NO.

WARREN WON'T BE JOINING US. HE IS... NOT FEELING WELL. GOOD MORNING.

AND I THOUGHT *I* HAD TROUBLE CONNECTING EMOTIONALLY WITH PEOPLE.

YOU *DO.*

PSYLOCKE'S BEEN GOING THROUGH SOME... *CHANGES* LATELY.

"I THINK IT IS *SAFE* TO SAY, JEAN...

"... THAT WE'VE *ALL* BEEN CONFRONTED BY CHANGE."

"TRUE WORDS, QUICKSILVER."

AND NO ONE MORE SO THAN THE MAN WHO CALLS HIMSELF BASTION.

HE ALONE KNOWS WHEN IT BEGAN.

WHEN HE BEGAN.

HE REMEMBERS STARING INTO THE EYES OF HIS CREATOR...

... AND KNOWING FULLY, TO THE DEPTHS OF HIS SOUL, HIS REASON FOR BEING.

IN THAT WAY, HE IS BOTH BLESSED --

-- AND CURSED.

HE KNOWS HE MUST WIN THE GENETIC WAR WHICH LOOMS ON THE HORIZON...

... BY ANY MEANS NECESSARY.

KLIK

HE WALKS AMIDST THE SPOILS OF SOMEONE ELSE'S BATTLE.

THESE ARE THE REMAINS OF THE SENTINELS THAT WERE RECALIBRATED TO SERVE ONSLAUGHT.

BASTION -- SIR?

YES, HARPER... YOU'VE NEWS TO REPORT REGARDING THE TECHNOLOGY USED FOR THESE MUTANT-HUNTING DEVICES?

"NEWS" IS TOO KIND. TRUTH IS, SIR, THEY'RE AS ANTIQUATED AS WE ASSUMED THEY WERE.

WHEN IT COMES TIME FOR US TO BUILD A BETTER MOUSETRAP, THE MUTANTS WON'T KNOW WHAT HIT THEM.

YOU KNOW THE FEELING, HARPER.

DID YOU THINK I WOULD BE AMUSED BY YOUR TAKING A SHAPE SO SIMILAR TO MY OWN?

KRAK

IS THIS ALL ONE BIG JOKE TO YOU?

ER... N-NO, SIR. I'M... SORRY.

IF WE DO NOT ACCOMPLISH THE TASK BEFORE US...

... WE WILL ALL BE VERY SORRY.

GET BACK TO WORK.

Y-YES, SIR.

TH-THANK YOU...

ALMOST FROM THE *MOMENT* THAT SOMEONE ELSE'S *STRAY THOUGHT* PASSED THROUGH MY MIND *UNBIDDEN* --

-- SINCE THE MOMENT I *KNEW* I WAS *DIFFERENT* --

-- I UNDERSTOOD I HAD A RESPONSIBILITY TO THOSE *AROUND* ME. SPECIFICALLY, PEOPLE WITHOUT MUTANT ABILITIES.

SO HOW DOES WHAT HAPPENED WITH ONSLAUGHT *AFFECT* THAT?

NEARLY *THIRTY PEOPLE* SACRIFICED THEIR *LIVES* TRYING TO STOP HIM.

NOT TO MENTION THE *TERROR* FACED BY *INNOCENTS* ACROSS THE WORLD --

-- OR THE FACT THE CITY OF NEW YORK WAS *ESSENTIALLY CRIPPLED.*

IN MANY WAYS, I AM *RESPONSIBLE* FOR ALL OF THAT.

THEN LET'S DO SOMETHIN' ABOUT IT, PROF.

LET *US* IN.

LET US *HELP.*

YOU'RE LOOKIN' AT THE WORLD'S ORIGINAL LONER.

I NEVER THOUGHT I NEEDED NOBODY FOR NOTHIN'.

I THOUGHT I COULD TAKE ON THE ENTIRE WORLD ALL BY MY LONESOME.

I WAS WRONG.

WHEN YOU VERY FIRST ASKED ME TO JOIN THE X-MEN, I SAID YES -- 'CAUSE I THOUGHT THAT WAS MY WAY OUT OF DEPARTMENT H.

BUT THERE'S A REASON I STAYED.

ONE REASON.

YOU.

ME AND A LOT OF OTHER PEOPLE, CHUCK --

-- WE'D HATE TO THINK YA JUST PULLED ONE OVER ON US.

HOME.

REMY.

Mr. LeBEAU.

MORNING.

FIN'LY.

I KNEW IF I WORE DIS *TRENCH COAT LONG* ENOUGH... IT'D *EVENT'LY* COME IN HANDY.

SO WHERE IS EVERYBODY?

EVERYBODY?

AS IN "*EVERYBODY WHO ISN'T HERE.*"

C'MON, GAMBIT. *YOU* CAN SAY IT.

ALOUD.

NOT THAT YOU *HAVE* TO.

ALRIGHT ALREADY!

WHERE'S *SAM?*

AND ROGUE AND MAGNETO?

JOSEPH DIDN'T FEEL QUITE COMFORTABLE BEING AROUND EVERYONE *JUST YET* --

MERCI.

-- SO ROGUE TOOK HIM INTO *SALEM CENTER* FOR *BREAKFAST.*

I *WONDER* WHY.

AND SAM?

SAM *PASSED* BECAUSE HE ASSUMED MAGNETO WAS *GOING* TO *BE HERE.*

SEE, "*MAGNETO*", RIGHT?

SO WHY'S EVERYBODY CALLIN' HIM "*JOSEPH*"?

WHAT *IS* DAT ALL ABOUT?

BETSY, COULD YOU --

HERE.

-- PASS THE... SALT?

CUTE, DRAKE.

REAL CUTE.

WHA --?!

WHAT'D I DO?!

TIK TAK

SCOTT, HE'S NOT COMING -- IS HE?

MAYBE I SHOULD JUST START CALLIN' *MYSELF* SOMETHIN' DIFFERENT.

JAMES.

"GAMBIT"? NO, I'M JAMES.

PROBABLY **NOT**. BUT THE PROFESSOR KNOWS WE'RE HERE.

FOR **NOW**, THAT'LL **HAVE** TO BE ENOUGH.

CREEAK

CHUCK ISN'T UP T'COMPANY RIGHT NOW.

HEY. I TRIED.

SO, WE GOING TO EAT...OR WHAT?

HERE YOU GO, LOGAN.

THANKS, BUB.

ANYONE OBJECT TO A *ROUND* OF GRACE?

GO AHEAD, HANK.

Um... IN WORDS OF ONE SYLLABLE:

"THANKS. "FOR EVERYTHING". AMEN.

DAT WAS *THREE* SYL --

CLAM IT, CAJUN.

GAMBIT, DON'T YOU *DARE* THROW THAT PANCAKE!

ZAK!

GOT IT!

MARVEL COMICS®

X-MEN®

OCT '96 57

X-MEN®

APPROVED BY THE COMICS CODE AUTHORITY

FAREWELL TO XAVIER™

ANDY KUBERT

SOMEWHERE.

FOR YEARS, THIS WAS A PLACE WHERE AN **ARCHITECT** FOR A BETTER TOMORROW SOUGHT TO DESIGN A WORLD FREE OF **GENETIC ADVERSITY.**

NOW...

...AFTER **ONSLAUGHT**...

...AFTER THE DISAPPEARANCE OF NEARLY THIRTY OF EARTH'S MIGHTIEST HEROES...

DESIGNATE: PROFESSOR X

BIOMUTATIVE CLASSIFICATION: TELEPATH LEVEL AAALPHA.1

PROJECTED PSIONOGRAPHIC LIMITS: NONAPPLICABLE.

...THIS INNER SANCTUM HAS BECOME SOMETHING MORE AKIN TO A **TOMB.**

CEREBRO?

OPERATIVE.

LOCATE: *PROFESSOR CHARLES FRANCIS XAVIER.*

DELETE ENTER SKIP

FIND: X PROTOCO

SEARCH

SEN

SCANNING.

TRACKING FOR PSI-SIGNATURE.

TRACKING MUTAGENIC NIMBUS RATIO.

...

SEARCH COMPLETE.

MUTANT DESIGNATE: PROFESSOR X --

-- NO LONGER EXISTS.

THIS IS THE MOST SOPHISTICATED MUTANT TRACKING SYSTEM KNOWN TO MAN...

... DESIGNED EVEN TO LOCATE THOSE MEMBERS OF HOMO SAPIEN SUPERIOR WHO HAVE NOT YET MANIFESTED THEIR AWESOME POWERS.

WHICH MEANS I MUST ACCEPT THE TRUTH.

MY ENCOUNTER WITH *ONSLAUGHT* HAS LEFT ME COMPLETELY POWERLESS.

FOR ALL INTENTS AND PURPOSES, MY MUTANT TELEPATHIC ABILITIES...

... ARE GONE.

CEREBRO, VOICE AUTHENTICATION: PROFESSOR CHARLES FRANCIS XAVIER.

VERIFIED.

DELETE ALL EXISTING FILES, RE: PROFESSOR X.

SYSTEM-WIDE: MUIR ISLE, MASSACHUSETTS ACADEMY, MUTANT UNDERGROUND... INCLUSIVE.

DELETED.

LESS THAN A HUNDRED METERS OVERHEAD...

...NATURE OFFERS TESTIMONY THAT IT IS MORE THAN CAPABLE OF INSURING ITS OWN TOMORROWS.

LOOK AT HIS PLACE.

FROM THE MOMENT THE PLANET BECAME A "WORLD WITHOUT HEROES" --

-- THE X-MEN AND A HANDFUL OF OTHERS HAVE BEEN WORKING NONSTOP IN ORDER TO COMPENSATE.

WE'VE BARELY BEGUN TO MAKE...

...REPAIRS.

"REPAIRS."

WHAT AN EMPTY WORD.

AS IF THERE IS ANYTHING I CAN SAY OR DO THAT WOULD REPAIR THE DAMAGE I UNKNOWINGLY UNLEASHED UPON THE WORLD.

NOT TO MENTION WHAT I TOOK FROM THE X-MEN, X-FACTOR, X-FORCE, EXCALIBUR, GENERATION X... ALL OF THEM...

I TOOK THEIR FAITH... THEIR TRUST, AND THAT DAMAGE COULD VERY WELL BE IRREPARABLE.

ding ping DING d-ching

-- EH? THE DOOR-BELL.

THE GREETING HALL HERE AT THE XAVIER INSTITUTE...

SINCE NONE OF THE *ALARMS* WENT OFF --

-- IT'S SAFE TO ASSUME OUR *VISITOR* IS A *FRIEND.*

HELLO, *MR. SUMMERS.*

DO YOU ALWAYS ANSWER THE DOOR AS *CYCLOPS, SCOTT?*

ONE WOULD THINK IT AN *INEXCUSABLE* BREACH OF SECURITY.

WE ALL MAKE MISTAKES, *Dr. COOPER.*

I SUPPOSE, VAL, IT WOULD BE TOO MUCH TO HOPE THAT YOU'RE HERE WITH NEWS ABOUT MY BROTHER.

SCOTT'S BROTHER ALEX WAS LAST SEEN AS A THRALL OF ONSLAUGHT -- Bob

SORRY, NO.

HAVOK IS STILL AMONG THE MISSING.

WHICH CAN *ONLY* MEAN HE'S MAKING A GREAT EFFORT *NOT* TO BE FOUND.

I'M NOT HERE ON X-FACTOR BUSINESS, CYCLOPS...

... RATHER, I'VE COME IN MY CAPACITY AS *CHAIRWOMAN* OF THE COMMITTEE ON MUTANT AFFAIRS.

I'M HERE TO *TAKE* PROFESSOR XAVIER.

STAN LEE PRESENTS THE UNCANNY X-MEN IN:

MAN

SCOTT LOBDELL WRITER
ANDY KUBERT PENCILS
ART THIBERT INKS
RICHARD STARKINGS AND COMICRAFT/AD LETTERS
JOE ROSAS COLORS
MALIBU ENHANCEMENT
BOB HARRAS EDITOR AND CHIEF

S'FUNNY, VAL.

EVER SINCE I TOPPLED OVER THE EDGE AWHILE BACK --

-- WENT FULL THROTTLE FERAL AND ALL --

-- MY SENSES HAVE GOTTEN EVEN MORE HEIGHTENED.

YOUR *POINT*, WOLVERINE?

I MUSTA MIS-UNDERSTOOD YOU.

YOU MEANT TO SAY YOU CAME TO "TALK TO" CHUCK.

RIGHT?

LOGAN, DON'T MAKE THIS ANY *HARDER* THAN IT IS.

HOW MANY MORE O'THESE *VIDEO TAPES* O'GRAYDON CREED'S SPEECHES DO WE HAVETA WATCH, *BOBBY?*

INTERESTING QUESTION, *SAM.*

VAL?

ICEMAN.

NICE DO.

MY HAIR ALWAYS CURLS UNLESS I *DRY IT* WHEN I GET OUT OF THE SHOWER.

AND THE TRADEMARKED *GRIMACE?*

SHE'S GONNA LOOK A LOT LESS HAPPY IF SHE TRIES WHAT I THINK SHE'S GONNA TRY.

SHEATH THE CLAWS, MISTER.

ONE WAY OR ANOTHER, THE PROFESSOR IS COMING WITH ME.

WHATEVER *PROVOCATION* YOU CITE --

-- OR THE *AUTHORITY* YOU PROFFER --

-- XAVIER WILL *NOT* BE TAKEN FROM HIS HOME *AGAINST HIS WILL.*

WHAT?! YOU'RE SAYING SHE'S HERE --

-- TO *ARREST THE PROFESSOR?!*

AT EASE, WOLVERINE... BISHOP.

THANK YOU, CYCLOPS.

I KNEW *YOU* -- AT LEAST -- WOULD LISTEN TO *REASON.*

ACTUALLY, VAL, THERE'S NOTHING TO DEBATE.

XAVIER STAYS. *PERIOD.*

IT IS NOT A TOPIC OPEN FOR DISCUSSION.

INDEED.

DON'T LET THE DOOR HIT YOU ON THE WAY OUT.

LOOK, X-MEN. I'M AS MUCH FOR TEAM SPIRIT AND WATCHING EACH OTHER'S BACK AS THE NEXT PERSON...

...BUT YOU'RE BLINDING YOURSELF TO THE FACTS OF LIFE... NOT TO MENTION THE FACTS OF THE LAST FEW DAYS.

LIKE IT OR NOT, I'VE COME HERE TO TAKE CHARLES XAVIER INTO PROTECTIVE CUSTODY.

FOR HIS OWN SAKE... AS WELL AS FOR THE *SAFETY* OF THE *REST OF THE WORLD.*

I AM AFRAID, MY FRIENDS...

...THAT VALERIE IS CORRECT.

STORM?

WHAT ARE YA' SAYIN', ORORO?

AS *PAINFUL* AS IT IS TO ADMIT TO ANYONE --

-- *MOST* OF ALL TO OURSELVES --

-- CHARLES SUFFERED A COMPLETE BREAKDOWN OF HIS MENTAL FACULTIES, UNLEASHING A GREAT EVIL UPON THE WORLD THAT COST THE LIVES OF SOME OF OUR GREATEST, SOME OF OUR CLOSEST ALLIES.

WE ARE GIFTED WITH GREAT POWERS, MY FRIENDS... BUT WITH THAT GIFT COMES AWESOME RESPONSIBILITY.

I DO NOT SEE WHERE WE HAVE ANY CHOICE BUT TO ALLOW VAL THE RIGHT TO EXAMINE HIM.

HOW ELSE CAN WE ASSUAGE HER *JUSTIFIABLE CONCERN* --

-- THAT SOMETHING LIKE ONSLAUGHT WILL *NEVER HAPPEN AGAIN?*

SHE'S GOT A POINT.

WE'VE JUST BEEN AFRAID TO ADMIT IT.

YER *FORGETTIN'* SOMETHING, 'RO.

THE *X-MEN* TAKE *CARE O'THEIR OWN*, DARLIN'.

SNIKT

ALWAYS HAVE, ALWAYS WILL.

AT THAT MOMENT...

IN MANHATTAN, SPECIFICALLY, GREENWICH VILLAGE.

WASHINGTON SQUARE PARK...

...THE X-MAN KNOWN AS THE **BEAST** MIGHT AS WELL BE A **WORLD** AWAY FROM THE DEBATE THAT RAGES AT HOME.

MAYBE IT'S THE WARM SUMMER DAY.

MAYBE IT'S THE **IMAGE INDUCER** WHICH HIDES HIS **BLUE FURRED SKIN.**

OR MAYBE IT'S JUST BECAUSE **Dr. HENRY McCOY** IS...

...FREE.

SPLENDIFEROUS.

IT'S THE ONLY ***APPROPRIATE APPELLATION*** WHICH COMES TO MIND WHEN --

-- WHEN DESCRIBING THE CITY, AND THE ***POPULACE*** PLACED HERE, ***POST-ONSLAUGHT.***

WELL, THAT... AND ***RESILIENT.***

ROAR!

Eh?

I AM ***MUTALO -- LORD OF THE MUTANTS!***

EEE!

YUCK -- A MUTIE!

RUN!

NO ONE CAN FLEE THE ***FEARSOME FANGS*** OF --

OOW!

PRETENDING TO BE A MUTANT IS ***VILE*** AND ***DISGUSTING,*** MONTE!

AND ***I WON'T HAVE IT!***

AAWWW, MOM.

HAVE SOME ***SELF-RESPECT!***

RESILIENT.

AS IN ***"IT NEVER CHANGES."***

IF IT WASN'T SO SAD, IT'D BE *FUNNY.*

SAD *AND* FUNNY...

...WHO DOES *THAT* SOUND LIKE?

TRISH TILBY.

ANCHORWOMAN FOR CBNN NEWS.

AND, UNTIL RECENTLY, THE UNDISPUTED LOVE OF HANK McCOY'S LIFE.

TRISH. THANKS FOR COMING... I WASN'T SURE IF YOU GOT MY MESSAGES.

I DID.

ALL OF THEM.

I WAS... UNDER A *LOT OF STRAIN* AT THE TIME, TRISH.

...AND

...AND I FELT LIKE YOU HAD *BETRAYED ME* BY BREAKING THE *LEGACY VIRUS* STORY.

HANK, *WHAT* IS THIS ALL ABOUT?

LAST TIME WE SAW EACH OTHER, YOU MADE IT PRETTY CLEAR YOU NEVER WANTED TO SEE ME AGAIN.

SEE UNCANNY X-MEN # 323 -- Bob.

Oh, HANK. I WAS ONLY DOING --

TRISH, *PLEASE.*

HEAR ME OUT.

SOMETHING HAPPENED TO ME, RECENTLY.

ACTUALLY, I WAS KIDNAPPED AND HELD PRISONER BY A NEFARIOUS *DOPPELGANGER* FROM ANOTHER TIMELINE WHO THEN PROCEEDED TO IMPERSONATE ME FOR WEEKS.

BUT THAT'S BESIDE THE POINT. SUFFICE IT TO SAY I WAS IN A... SITUATION... WHERE I FOUND MYSELF WITH A LOT OF TIME TO THINK.

AND *THINK.*

AND THEN, TO THINK SOME *MORE.*

I WOUND UP CONCENTRATING ON THOSE THINGS IN LIFE THAT ARE ***MOST IMPORTANT*** TO ME.

BUT BEING A MAN... KNOWING WHEN TO SAY I WAS ***WRONG?***

WHEN TO SAY *"I'M SORRY..."*

... WHEN TO SAY *"I LOVE YOU"?*

THOSE ARE THINGS I NEED TO ***PRACTICE.***

BEING A MUTANT..?

FOR BETTER OR WORSE, THAT'S FATE. A ***GIVEN.***

BEING AN X-MAN... DOING ***MY PART*** TO *"SAVE THE WORLD"?* IT'S NOT ALWAYS ***FUN,*** BUT IT'S ***IMPORTANT.***

I'M EVEN GOOD AT IT.

THE NEW YORK TIMES
ONSLAUGHT $9

WESTCHESTER.

IF WE'RE EACH GETTING THE OPPORTUNITY TO VOICE OUR *OPINIONS* ON *WHAT* TO DO ABOUT THE PROFESSOR...

...I HAVE TO AGREE WITH STORM, WITH VAL.

JEAN?

I WAS *INSIDE CHARLES' MIND.* I EXPERIENCED HIS *TRAUMA* FIRSTHAND.

AS A *PSI*, I CAN TELL YOU THAT IT MAY BE *YEARS* BEFORE THE PROFESSOR IS ABLE TO SEPARATE WHICH WERE *HIS* THOUGHTS AND MEMORIES AND MOTIVATIONS --

-- FROM THOSE *CREATED* BY ONSLAUGHT.

FOR A *MUTANT* WHOSE POWER IS THE *VERY STRENGTH* OF HIS *MIND*...

...THE AFTEREFFECT MUST BE *DEVASTATING.*

IN ITS *OWN* WAY, IT'S *WORSE* THAN DEATH.

BELIEVE ME.

LOOK, GUYS... I'M THE PROF'S *BIGGEST* FAN --

-ACHEM-

I *AM*. BUT... *WHAT IF*...

... WHAT IF IT HAPPENS *AGAIN?*

NO REASON TO *ASK* THAT QUESTION, *DRAKE*...

DON'T *KID* YOURSELVES, X-MEN...

KLIK

... EXPERTS BELIEVE IT WILL BE WELL INTO THE **NEXT DECADE** BEFORE THE **DAMAGE** DONE TO **NEW YORK**...

KLIK

MORE THAN A NATION, WE ARE A *RACE* THAT IS *UNDER ASSAULT!*

EXTINCTION IS ONE THING... *EXECUTION* IS ANOTHER MATTER *ENTIRE*...

KLIK

CANDLELIGHT VIGIL FOR THOSE LOST IN BATTLE, AS WE BECOME A **WORLD WITHOUT HEROES** WHO CAN...

KLIK

ONE OF THE MANY BOUQUETS LEFT AT THE DOORSTEP OF THE **FANTASTIC FOUR'S** FORMER HOME AND HEAD--

"IF IT HAPPENS AGAIN"..?

... *NONE* OF US WILL SURVIVE.

AT THAT MOMENT...

...HIGH ABOVE THE STREETS OF MANHATTAN...

WHAT WAS IT, A WEEK AGO NOW... TWO?

I WAS IN THIS RESTAURANT WHEN THE STORY BROKE. "SENTINELS EN ROUTE TO NEW YORK..."

I REMEMBER SEEING STORM AND CANNONBALL AND JUST FEELING IN MY GUT --

-- THIS TIME IT WAS GOING TO BE WORSE. FOR EVERYONE.

SOMETIMES I HATE ALWAYS BEING RIGHT.

J. JONAH JAMESON -- PUBLISHER OF THE DAILY BUGLE?

YOU'RE LATE.

Mr. JAMESON, YOU'VE BEEN MAKING... INQUIRIES.

YOU AND YOUR PAPER HAVE SHOWN AN UNHEALTHY INTEREST IN PRESIDENTIAL CANDIDATE GRAYDON CREED.

I REPRESENT PEOPLE WHO WOULD LIKE YOU TO STOP.

NOW.

BASTION, RIGHT?

CORRECT.

IF YOU'RE TRYING TO INTIMIDATE ME, YOU'RE WASTING EVERYONE'S TIME.

I DON'T DO SCARED.

I'M AWARE OF THAT.

IN FACT, I FEEL COMFORTABLE SAYING THERE IS VERY LITTLE I DON'T KNOW ABOUT YOU...

HERE.

LEARN THE REST, YUTZ.

DRIVER'S LICENSE, CREDIT CARDS, DATE BOOKS, MOVIE RENTAL CARD... IT'S ALL THERE.

I HAVE APPARENTLY MISJUDGED YOU, Mr. JAMESON.

YOU ARE CLEARLY A MAN WHO STANDS BEHIND HIS CONVICTIONS.

MY APOLOGIES.

JUST SO WE'RE CLEAR, BASTION...

... AFTER I EXPOSE CREED --

-- I'M COMING AFTER YOU AND YOUR OPERATION: ZERO TOLERANCE.

I LOOK FORWARD TO IT, JONAH.

THAT DIDN'T GO VERY WELL, SIR.

ACTUALLY, HARPER.

IT WENT PERFECTLY.

THE MANSION...

IF I MIGHT BE SO *BOLD*...

... IT *SEEMS* TO ME THAT YOU ARE SEEKING TO *PUNISH* THIS MAN FOR SOMETHING HE *DIDN'T* DO.

MAGNETO?!

YOU PEOPLE ARE *HARBORING*... MAGNETO?

WE AIN'T "*HARBORING*" ANYBODY.

THE KID'S JUST *STAYING HERE* UNTIL HE GETS HIS *HEAD* TOGETHER.

VAL DIDN'T SAY ANYTHING ABOUT *PUNISHING* ANYONE, JOSEPH.

"*JOSEPH*"? *WHO* IS JOSEPH?

ALL THE GOVERNMENT IS DOING IS ASKING FOR *ASSURANCE* THAT THE *THREAT* OF ONSLAUGHT IS *OVER.*

I THINK WE *OWE* THEM THAT.

AND WHAT ABOUT WHAT WE OWE PROFESSOR XAVIER, JEAN?

AND WHAT ABOUT THE *DEBT* THE WORLD OWES HIM FOR HAVING SAVED THE WORLD A HUNDRED TIMES OVER?

HE'S MADE A *LOT* OF SACRIFICES OVER THE YEARS --

CYCLOPS. I KNOW YOU CARE FOR XAVIER. HOW COULD YOU *NOT* -- HE GAVE YOU A *HOME* AND YOUR LIFE MEANING...

...BUT PERHAPS YOU'RE LETTING YOUR EMOTIONS GET THE BETTER OF YOU.

YOU CANNOT BE SUGGESTING THAT SOMEHOW *EVERYTHING* XAVIER HAS DONE IN HIS LIFE *BEFORE* THIS INCIDENT --

-- AUTOMATICALLY *ERASES* THE DAMAGE DONE BY HIS HAVING *SERVED* AS A CRUCIBLE FOR *ONSLAUGHT?*

QUICKSILVER, TOO?

IS THERE ANYBODY WHO *ISN'T* HERE?

WHAT I'M *SAYING,* PIETRO, IS THAT THE PROFESSOR'S ACTIONS DESERVE TO BE LOOKED AT WITHIN THE *LARGER CONTEXT* OF --

LISTEN UP, KIDS...

YA' CAN SIT HERE AND DISCUSS THIS ALL YOU WANT --

-- BUT THERE'S NO WAY YER DRAGGIN' CHUCK OUT OF HERE, TO *WHO KNOWS WHERE,* UNLESS IT'S OVER SOMEBODY'S DEAD BODY.

AND HAVE I SUDDENLY BECOME SO *OLD* AND *INFIRMED* THAT I HAVE *NO SAY* IN *ANY* OF THIS..?

PROFESSOR, SIR, WE WEREN'T TRYING TO MAKE YOUR DECISIONS *FOR* YOU. WE WERE --

YOU WERE ONLY TRYING TO *PROTECT* ME, SCOTT... THE SAME WAY I'VE TRIED TO PROTECT ALL OF *YOU* OVER THE YEARS.

QUITE A *QUANDARY* WE HAVE HERE, *ACTUALLY.*

IN *MANY* WAYS, THE X-MEN WERE CREATED IN PART TO *PROTECT* THE WORLD FROM *DANGERS* POSED BY MUTANTS.

NOW *HERE* I AM... THE MAN WHO FOUNDED THE X-MEN... POSING *POTENTIALLY* THE *GREATEST* THREAT OF ALL.

NONETHELESS, YOU ARE *DETERMINED* TO STAND BY ME.

I WANT YOU TO KNOW THAT IT'S *APPRECIATED.*

AND *UNNECESSARY.*

I AGREE *WITH* Dr. COOPER.

WHA --?!

... ?!

WE WON'T STAND HERE AND SEE YOU *TAKEN AWAY AGAINST* YOUR WILL, SIR!

NONE OF US WILL, CHUCK! WE'LL *FIGHT* EVERY --

BISHOP, WOLVERINE, YOU HEARD HIM. *LET* IT GO.

HE'S MADE HIS OWN CHOICE.

LOOK, PEOPLE -- I'M *ALL* FOR *LOYALTY*, BUT THE *TRUTH* OF THE MATTER IS...

... THERE'S STILL A LOT WE DON'T KNOW ABOUT THE *POTENTIAL DAMAGE* A TELEPATH LIKE *XAVIER* CAN DO TO *HIMSELF* AND *OTHERS*.

ONSLAUGHT WAS PERHAPS THE *FIRST* EXAMPLE. WHAT IF THERE WERE *OTHER*, EVEN MORE *POWERFUL* MANIFESTATIONS?

WE *OWE* IT TO THE WORLD -- AS *RESPONSIBLE BEINGS* -- TO MAKE SURE THAT *NEVER* HAPPENS.

AND I AM TO BE LEFT...

... BLAMELESS?

YES, JOSEPH, YOU HAVE BEEN GIVEN A *SECOND CHANCE.* MAKE THE BEST OF IT. BUT I -- I HAVE DONE THINGS IN THE PAST SEVERAL MONTHS, WHICH I *SHOULD* NOT HAVE DONE.

THINGS THAT I WILL *SOMEDAY* BE CALLED ON TO ANSWER FOR -- BOTH IN MY *HEART*, AS WELL AS A *COURT* OF *LAW.*

AFTER EVERYTHING I *PUT* YOU *THROUGH* -- AFTER THE *DAMAGE* I'VE DONE TO ALL WE'VE *WORKED* TO ACCOMPLISH...

I... DON'T KNOW HOW MUCH OF WHAT I'M *ABOUT* TO SAY CAN *MEAN* NOW...

... BUT I WANT YOU TO KNOW THAT I COULD NOT BE ANY *MORE PROUD* OF *EACH* AND *EVERY ONE* OF YOU.

WE HAVE *AWESOME* POWERS, MY X-MEN. IT IS OUR *BIRTHRIGHT*... AND, PERHAPS, OUR *BURDEN.*

BUT, AS VALERIE SAID, WITH THAT POWER COMES *RESPONSIBILITY* -- AND ALSO *ACCOUNTABILITY.*

I OWE IT TO THE *FANTASTIC FOUR*... THE *AVENGERS*... TO *EVERYONE* WHO WAS INJURED BY ONSLAUGHT TO GO NOW. IT IS THE *RIGHT* THING TO DO. IT IS THE *BEST* THING TO DO.

AND NOW, VALERIE...

... IF YOU PLEASE, LET US GO.

"I DON'T KNOW HOW MUCH THIS MEANS..."?

IT MEANS *EVERYTHING*, PROFESSOR.

EVERYTHING.

EPILOGUE.

THE SOHO LOFT OF WARREN WORTHINGTON III --

-- THE X-MAN KNOWN AS ARCHANGEL.

WARREN?

BETSY BRADDOCK IS A MUTANT AS WELL.

A TELEPATH NAMED PSYLOCKE.

MAYBE THAT IS WHY SHE CAN TELL SOMETHING IS NOT THE WAY IT SHOULD BE.

BUT UPON ENTERING HIS ROOM TO DISCOVER HIM GONE, SHE WONDERS IF SOMETHING HAS GONE TRAGICALLY WRONG...

...OR IF PERHAPS SOMETHING IS...

...AT LONG LAST...

... RIGHT?

NEXT: GAMBIT VS. JOSEPH

(AND CHECK OUT UNCANNY X-MEN #338 FOR WHAT COULD BE THE RETURN OF THE HIGH-FLYING ANGEL!)

MARVEL COMICS
64 PAGES OF ALL OUT X-MEN ACTION!

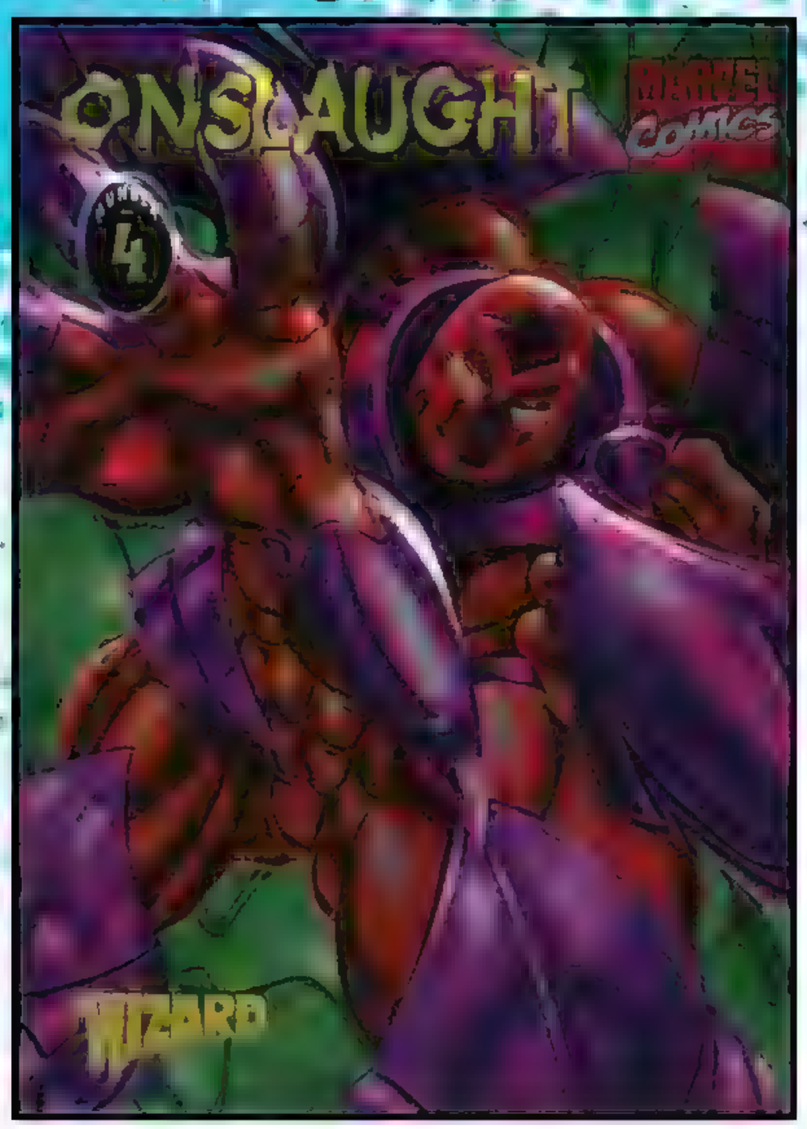
X-MEN '96

APPROVED BY THE COMICS CODE AUTHORITY

NOV 1996

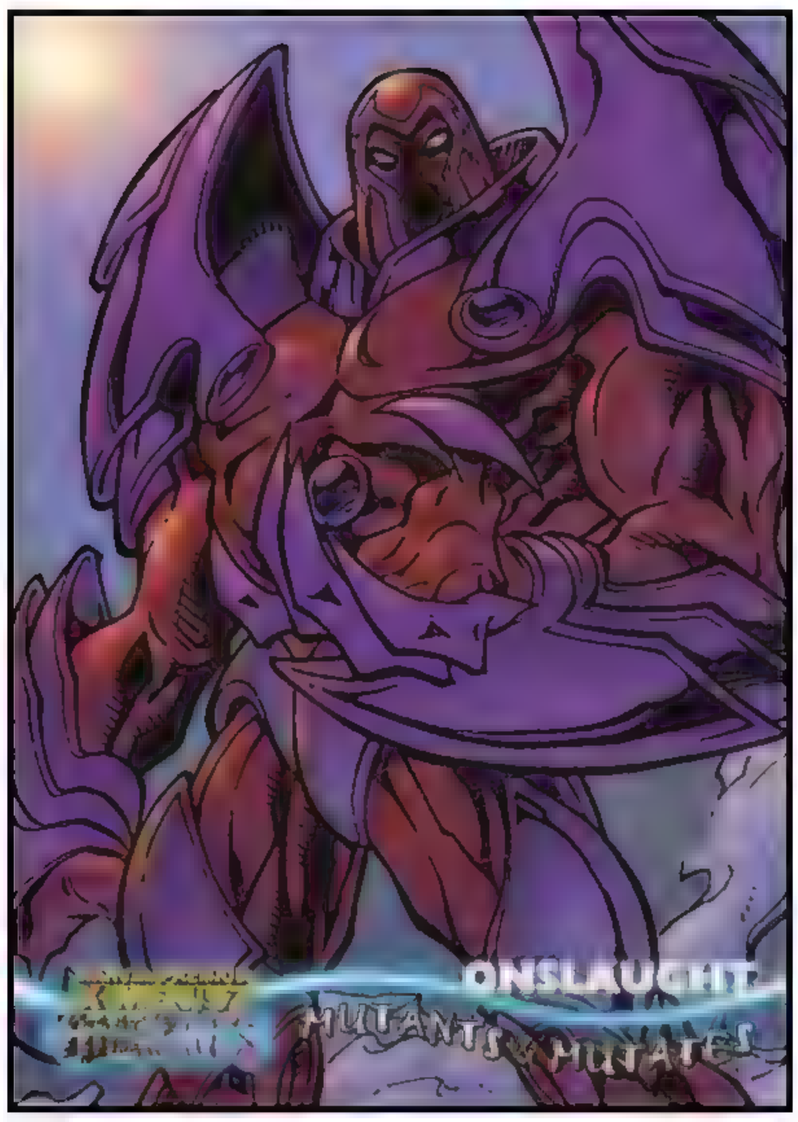
B. CHANG VONHOLDREDGE '96

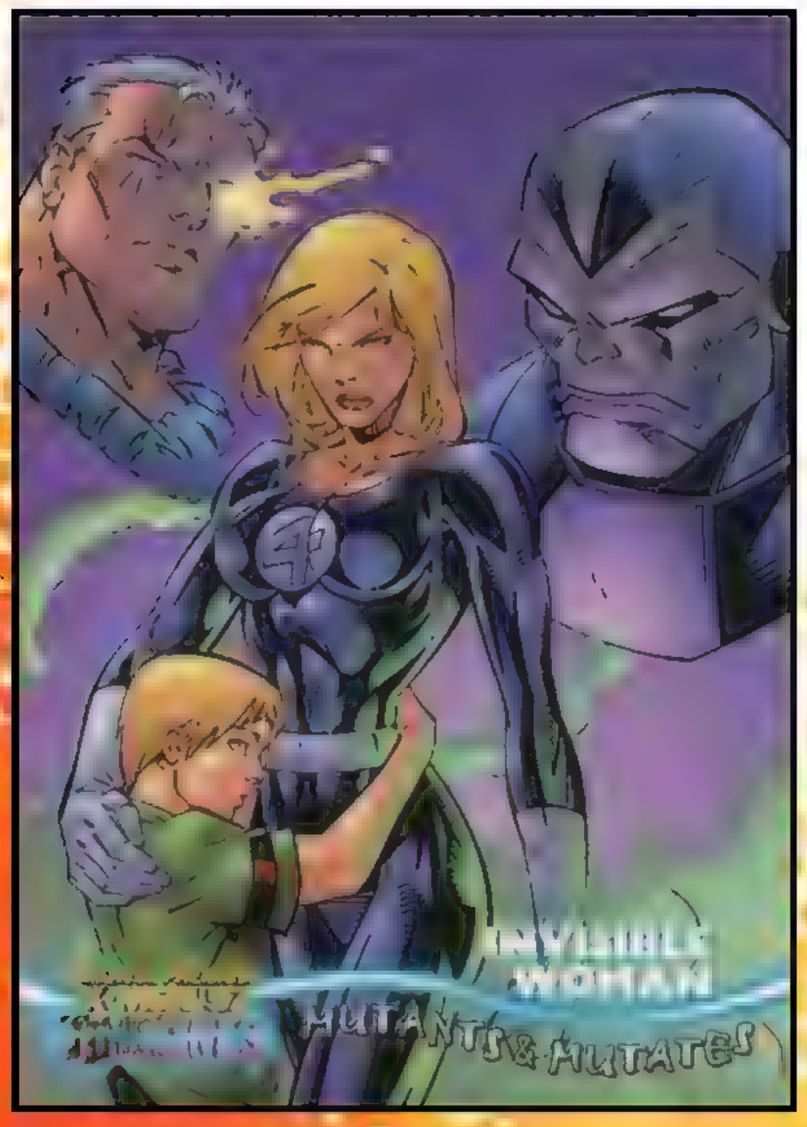
***Wizard Magazine* promotional trading-card art by Joe St. Pierre & Regie Milburn**

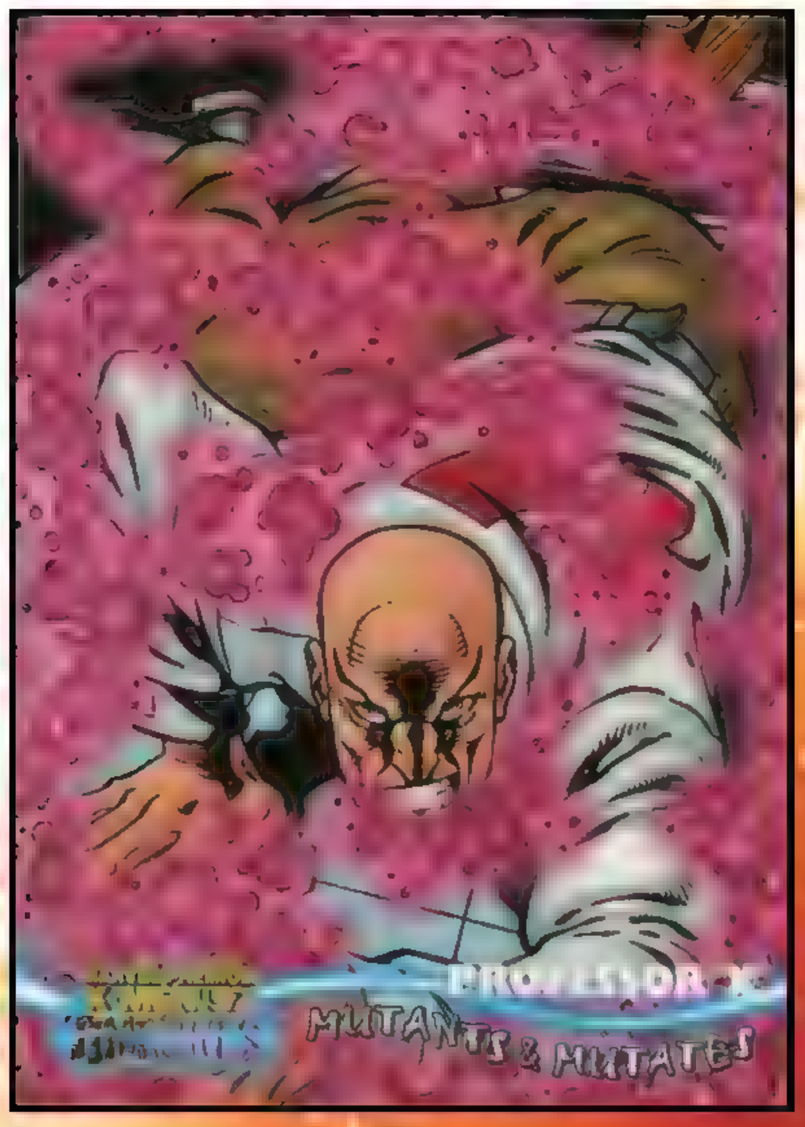


***Marvel Masterpieces* 1996 trading-card art by Boris Vallejo**

Marvel Premium X-Men '97: Timelines trading-card art







THEY ARE A TEAM.

WOLVERINE.

WE'VE COME TOO FAR TO GET OUR BUTTS KICKED NOW!

CANNONBALL.

YOU'RE THE *MAN*, LOGAN!

ROGUE.

GO FOR IT, SHUGAH!

SIRYN.

AND 'TIS A GRAND FINE DAY FOR WINNING!

SUNSPOT.

ANY DAY IS FINE FOR WINNING, SIRYN!

M.

ARE WE GOING TO BE THROUGH SOON?

HEADS UP BACK THERE -- WE GOT A *HEAVY* STEPPIN' UP!

GAMBIT.

ALOR, MON AMI -- WE ARE PREPARED TO DO OUR DUTY.

JUBILEE.

LIKE ANYTHING'S GONNA COME *MY* WAY -- AS *IF!*

LET'S *MOVE*, PEOPLE!

ONE DAY at the MANSION

A Stan Lee Presentation

I MEAN, *PLAY BALL!*

IF THEY WERE **NORMAL**, THIS WOULD JUST BE ANOTHER SUMMER PICNIC.

THEY'D LAUGH...

...THEY'D PLAY...

...AND THEN THEY'D GO HOME, BACK TO WORK, BACK TO A ROUTINE DAY-TO-DAY LIFE.

UNFORTUNATELY, ROUTINE LIVES ARE A **LUXURY** THIS GROUP DOES **NOT** HAVE.

THESE YOUNG MEN AND WOMEN ARE ***MUTANTS*** -- HUMAN BEINGS BORN WITH WONDROUS ABILITIES WHICH SET THEM ***APART*** FROM THE BULK OF HUMANITY.

MORE SPECIFICALLY, THIS GATHERING REPRESENTS THE COMBINED ROSTERS OF THE **X-MEN**, **X-FORCE** AND **GENERATION-X** --

-- THREE DIFFERENT TEAMS, EACH DEDICATED TO ***PROTECTING*** A WORLD THAT IS SCARED TO DEATH OF THEM.

HERE WE ARE IN THE BOTTOM OF THE NINTH --

-- WITH THE ***WOLVSTERS*** AHEAD OF THE ***STORMERS*** SEVEN TO FIVE AND ***STORM*** HERSELF IS STEPPING UP TO THE PLATE! TWO MEN ON BASE AND NO OUTS -- A HOME RUN COULD WIN THE GAME AND THE PRESSURE IS ON! WILL THE WOLVSTERS CRACK? WILL ***SKIN*** AND ***BEAST*** SCORE ON ***STORM'S*** HOMER?

MEL ALLEN YOU'RE ***NOT, SKIN!***

FAN HER OUT, ***LOGAN!***

EACH OWES ITS EXISTENCE TO ONE **CHARLES XAVIER**...

...A PEACEFUL MAN WHO -- THOUGH INADVERTENTLY -- IS RESPONSIBLE FOR THE WAR THEY'VE JUST BEEN THROUGH.

HIS FALL HAS AFFECTED EVERY ONE OF THEM.

AND NOW THEY'RE DEALING WITH IT AS BEST THEY CAN -- BY COMING **TOGETHER.**

Larry Hama Script

Roberto Flores & Anthony Castrillo Pencils

Nathan Massengill & Al Milgrom Inks

Paul Becton Colors Malibu Enhancement Richard Starkings & Comicraft Letters Bob Harras Editor & Chief

PUT IT RIGHT *HERE*, FRIEND LOGAN! A FAST BALL AND THEN A SLIDING CURVE!

YOU ARE NOT SUPPOSED TO REVEAL THE PITCHING STRATEGY, *CALIBAN!*

I'M SORRY, STORM-LADY!

HOW ARE YA DOIN' ON FIRST. SAM?

BEAST IS TAKING A WIDE LEAD, LOGAN!

PICK HIM OFF!

SKIN IS GOING TO TRY AND *STEAL* THIRD!

WE'LL SEE ABOUT THAT!

YOU READY ON THIRD, MONET?

CAN YOU HANDLE A TRIPLE PLAY?

-SIGH- IF I HAVE TO.

IS SOMETHING AMISS, LOGAN?

OR DO YOU SIMPLY FEAR MY HITTING ABILITY?

YOU 'ASKED FOR IT 'RO!

SWOOSH

STEERIKE!

SWOOSH

AWW, SHE'S GOING TO STRIKE OUT!

I GUESS YOU'D KNOW ALL ABOUT *THAT*, WOULDN'T YOU, *DRAKE?*

DOMINO, THIS GAME IS NO CHALLENGE FOR A TRUE WARRIOR BORN --

SHOULDN'T WE BE *TRAINING?*

GIVE IT A REST, *SHATTER-STAR.*

WHIZZ

STEERIKE!

SWOOSH

TWO STRIKES, RO --

I, FOR ONE, HAVE FAITH IN THE OLD GIRL!

BEAST --!

LET'S *NAIL* HIM, SAM!

THAT WAS *FAST*, LOGAN --

-- BUT NOT FAST *ENOUGH!*

HE'S *SAFE!*

BOOO! THE UMP IS *BLIND!*

HEY, GUYS! BARBECUE OVER AT THE LAKE HOUSE AFTER THE POOL PARTY, OKAY?

WE'RE DOING CHICKEN AND BURGERS AND A WHOLE MESS OF POTATO SALAD AND CORN ON THE COB!

SEAN, *BETSY* AND *EMMA* ARE BACK THERE HELPING PREP --

YA. SURE. DAT SOUNDS GOOD.

UH-HUH.

S'OKAY.

WE EVEN HAVE RICE CRISPIES SQUARES AND FLOATING ISLANDS --

FORGET IT, SCOTT --

-- THEY'RE NOT LISTENING.

THEY'RE ALL STILL RECOVERING FROM THE BATTLE WITH *ONSLAUGHT* -- AND ESCAPING INTO THE GAME IS *GOOD* FOR THEM...

... IT'S A *RELEASE* OF SORTS!

MAYBE *WE* SHOULD HAVE COME OVER AND PLAYED!

MAYBE WE SHOULD HAVE.

HA!

"SHE *CONNECTS* WITH A BLISTERING *LINE DRIVE* --

"-- THAT *LOGAN* DIVES OFF THE MOUND IN A DESPERATE AND FUTILE ATTEMPT TO SNAG --

"-- WHILE *GAMBIT* RUNS OVER TO COVER JUBILEE IN RIGHT FIELD --

COVER? HE'S HOGGING!

-- AND THE CROWD ROARS AS SKIN ROUNDS THIRD --

I DON'T HEAR ANY ROARING!

"-- AND *BEAST* PASSES SECOND --

-- AND *STORM* BREEZES PAST FIRST!

FIRE IT *HOME*, REMY!

BOONK

THE SCORE IS SEVEN TO SIX AS *SKIN* SCORES --

"-- AND BEAST ROUNDS THIRD --

"-- AND STORM PASSES SECOND!"

TAKE IT, *MONET!*

NICE TRY, LeBEAU --

YA SHOULD LEFT IT TO THE *JUBESTER!*

"JUBILEE FIRES IT TO THIRD, BUT SHE'S TOO LATE --

"-- MEANWHILE, BEAST HAS SCORED AND THE GAME IS *TIED!*"

NOW *THIS* IS ACTION!

IT'S GONNA BE A *CLOSE* ONE! IT'S GONNA BE --

-- *MADRE DE DIOS!*

WHU?

WHAT ARE YOU --?

-- BY THE GODDESS!

SENTINEL?

HOW DID THAT THING GET PAST MANSION'S *PERIMETER SENSORS?*

LOOK AT ALL THAT *BATTLE DAMAGE!*

DAMAGED OR NOT, A *SENTINEL* IS *ALWAYS* A FORMIDABLE ADVERSARY!

WE NEED A COORDINATED *PLAN OF ATTACK!*

ROGUE AND *SUNSPOT*, DEPLOY TO HIS *FLANKS* --

-- WHILE I INITIATE A FRONTAL *FEINT* WITH *LIGHTNING!*

SCOTT --!

I SEE IT, JEAN -- IT'S A *SENTINEL!*

SOMETHING'S NOT *RIGHT* ABOUT THIS ONE --

-- IT'S BEHAVING ERRATICALLY!

IT'S STILL A *SENTINEL,* JEAN --

-- A CONSTRUCT COMPLETELY DEDICATED TO THE *ERADICATION* OF *MUTANTS!*

THAT RATES *FULL BEAM* IN MY BOOK!

ZARK

BRAKOOM!

THE STRICKEN ANDROID BEHEMOTH SLUES LIKE A POWERLESS DIRIGIBLE...

IT'S GOING TO HIT THE *POWER LINES!*

EEEEEEEEEEEEEEEEEE

THE SOUND THAT ISSUES FROM THE SENTINEL'S SYNTHETIC SPEECH GENERATOR IS DISTRESSINGLY *HUMAN* --

-- RESONATING WITH QUALITIES WE ASSOCIATE WITH *PAIN* AND *DESPAIR.*

SPARK

IT'S *HURTING!* IT'S... DYING.

IT CAN'T HURT AND IT CAN'T DIE --

-- IT'S A SOULLESS *MACHINE!*

I HAD A RUN-IN ONCE WITH A SENTINEL THAT COULD THINK FOR ITSELF --⊗

-›SKREEE‹- -- THIS UNIT -›BZT‹ -›SPAK‹- MEANT NO HARM.

THIS UNIT IS -›SPUT‹- AN UNARMED TACTICAL SURVEILLANCE AND -›BZT‹- OPERATIONS DRONE...

"...WHILE THE HUNTER/KILLER SENTINELS WERE LARGELY -›BZT‹- SELF-PROPELLED WEAPONS SYSTEMS WITH ELABORATE TARGETING SUITES...

"...THIS UNIT'S DEDICATED TASK WAS TO -›BWEEEE‹- OBSERVE, ANALYZE, AND TRANSMIT INTELLIGENCE -›SPAK‹- UPDATES TO THE HUNTER/KILLERS.

"TO THAT END, THIS UNIT WAS EQUIPPED -›BZT‹- WITH AN UP-GRADED PROCESSOR...

"...AND A LONG RANGE →SPAK← SENSOR PACKAGE WITH WHICH THIS UNIT WAS CAPABLE OF MONITORING →BZT← ALL THAT TRANSPIRED CONCERNING ONSLAUGHT FROM A HIGH GEOSYNCHRONOUS ORBIT.

"THIS UNIT'S PROCESSORS COLLATED ALL →SPUT← INCOMING DATA AND BUILT AN EXTRAPOLATION MODEL UPON WHICH TO →BWEEEE← OVERLAY PROGRESSIVE TACTICAL SCENARIOS.

"THERE SHOULD HAVE BEEN AN →SPAK← INFINITE VARIETY OF TIME STRINGS PROJECTED FROM THIS EXTRAPOLATION --

"-- INSTEAD THERE WAS A →BZT← SINGLE TIME STRING THAT DOMINATED THE PROJECTIONS AND THE →SPAK← RAMIFICATIONS OF THAT STRING TRIGGERED SYSTEM WARNINGS IN THIS UNIT →SPUT← BECAUSE OF POSSIBLE PRIME DIRECTIVE VIOLATIONS.⊗

THE PRIME DIRECTIVE OF SENTINELS -- TO HUNT DOWN AND ELIMINATE ALL MUTANTS.

"THIS UNIT BORE WITNESS TO THE →BZT← DEPARTURE OF PROFESSOR CHARLES XAVIER -- HE WHOSE PSI-SIGNATURE WAS PART OF THE ENTITY ONSLAUGHT -- FROM THESE →SPAK← GROUNDS AND HIS SURRENDER TO THE AUTHORITIES.

"WITH THE DEACTIVATION →BWEEEE← OF THE SENTINEL CENTRALIZED COMMUNICATION NET, THIS UNIT WAS CUT OFF →SPUT SPUT← AT THE OUTER EDGE OF THE ATMOSPHERE.

"THIS UNIT HAD THE TIME TO PONDER →BZT← THE EXTRAPOLATIVE MODEL AND CONSIDER →SPAK← THE IMPACT ON HUMANITY AND AFTER EXHAUSTIVE DATA CHECKS --

-- THIS UNIT OPTED TO OVERRIDE ITS →SPUT← PROGRAMMING AND NOTIFY THE VERY MUTANTS IT WAS DEDICATED TO →BZT← DESTROYING BECAUSE OF THE PRIME →SPAK← DIRECTIVE VIOLATION.

HUMANITY MUST BE WARNED --

FAKOOM

SKREEEEEE

SPAKKFSSSZ

DARK-NESS? →SPUT← LIGHT RECEPTOR FAILURE?

SYSTEM CRASH! IS THIS →BZT← *SHUT-DOWN?*

THIS UNIT IS **BWEEE** *AFRAID --*

THEY GAVE IT AN ADVANCED COMPUTER TO PROCESS TACTICAL DATA AND IT EVOLVED INTO A FORM OF CYBER-CONSCIOUSNESS --

-- IT DEVELOPED A CONSCIENCE. MAYBE SOME UNFORESEEN AFTER-EFFECT OF ITS *INTERFACE* WITH ONSLAUGHT.

IT WANTED TO *WARN* US -- BUT ABOUT *WHAT?*

IT CAME DOWN HERE TO TRY TO *HELP* US...

... AND WE SHOT IT DOWN.

Oh, LOGAN -- I WAS LOOKING RIGHT INTO ITS EYES WHEN IT DIED!

THAT THING WAS A *ROBOT* THAT WAS ORIGINALLY PROGRAMMED TO HUNT DOWN *MUTANTS* --

-- AND THEN IT WAS CO-OPTED BY *ONSLAUGHT* TO HELP HIM DESTROY THE *WORLD!*

EVEN IF IT WAS A MACHINE, IT WAS A MACHINE THAT KNEW IT WAS GOIN' TO DIE AND WAS AFRAID.

THAT HITS HOME WITH SOME OF US, CABLE -- IT'S CALLED EMPATHY.

I'VE SEEN MORE *REAL* PEOPLE DIE THAN YOU CAN IMAGINE -- AND YOU'RE LECTURING *ME* ABOUT EMPATHY?

YOU DON'T KNOW THE MEANING OF THE WORD!

HOW MUCH *EMPATHY* DID YOU HAVE FOR *TYLER* WHEN YOU KILLED *HIM?*

ABOUT AS MUCH AS HE HAD FOR *ME* UNDER THE CIRCUMSTANCES! HE *DID* TRY TO MAKE ME OVER INTO ONE O' HIS *HORSEMEN* TO SERVE *APOCALYPSE!*

THE *BAD BLOOD* WAS ALWAYS BETWEEN YOU AND ME, YOU DIDN'T HAVE TO BRING TYLER INTO IT --

CABLE -- SIR -- I WAS *THERE!* LOGAN DIDN'T HAVE A *CHOICE* --

THERE'S *ALWAYS* A CHOICE. SOMEONE IS EITHER A *KILLER* OR *NOT!*

IT'S NOT THAT SIMPLE --!

WELL, LOGAN WAS WAY OUT OF LINE IN DISSING ON CABLE --

THAT'S *IT! STOP* IT RIGHT *THERE!*

TIME OUT!

THERE WILL BE NO TAKING *SIDES* IN THIS DISPUTE!

THIS IS *NOT* THE TIME FOR DIVISIVENESS AND INTERNAL STRIFE!

NATE... LOGAN...

... YOU BOTH KNOW *BETTER* THAN THIS. TAKING OUR SORROWS AND FRUSTRATIONS OUT ON ONE ANOTHER IS THE *WORST* THING WE CAN DO.

SCOTT IS *RIGHT.*

HAVEN'T WE LOST TOO MUCH *ALREADY?*

IS *THIS* THE FINAL LEGACY OF CHARLES XAVIER?

ALL HIS PLANS AND HOPES -- HIS *DREAM* --

-- GOING UP IN *SMOKE* BECAUSE ONE TINY FRAGMENT OF HIS DARK SIDE GAINED ASCENDANCY AND SPREAD THE POISON OF DISUNITY AND MISTRUST?

HE'D WANT US TO STICK *TOGETHER...*

... NOT LET OUR PROBLEMS *SPLIT* US ALL UP.

CHARLES WAS THE ONE WE *DEPENDED* ON, THE SHOULDER WE CRIED UPON.

PARENT, TEACHER, BIG BROTHER...

... SPIRITUAL LEADER AND POSITIVE ROLE MODEL...

... ALL ROLLED INTO *ONE.*

MAYBE THERE WAS *MORE* WE COULD HAVE DONE FOR HIM -- MAYBE WE SHOULD NOT HAVE *ALLOWED* HIM TO GO WITH VALERIE COOPER.

BUT IF WE TRULY *VALUE* ALL HE'S TAUGHT US...

... WE CAN ONLY APPROACH HIS ABSENCE AS HE DID HIS *OWN* CULPABILITY FOR ONSLAUGHT --

-- *HEAD ON.*

Uh -- Umm -- LADY -- NOT CALIBAN'S PLACE TO SAY STORM LADY IS WRONG -- BUT CALIBAN HAS TO SAY IT!

CALIBAN IS NOT PSI-TALENT.

CALIBAN NOT EVEN VERY SMART --

BUT CALIBAN KNOWS ONE THING.

CALIBAN KNOWS THAT PROFESSOR XAVIER KNOWS THAT WE ALL LOVE HIM.

CALIBAN THINKS MAYBE PROFESSOR XAVIER IS MORE SMART AND MORE KIND THAN WE CAN KNOW.

MAYBE HE KNOWS SOMETHING HE CAN'T TELL US.

MAYBE HE WENT OFF FOR *US.*

MAYBE WE ARE NOT SMART ENOUGH AND GOOD ENOUGH TO UNDERSTAND.

CALIBAN TALK TOO MUCH.

CALIBAN *STUPID.*

CALIBAN GO AWAY.

DO NOT *EVER* SAY YOU ARE STUPID, CALIBAN.

SOMETIMES YOU CAN SEE THROUGH THE CLUTTER THAT OBSCURES THE TRUTH FOR MOST OF US!

THAT IS A *BRILLIANCE* OF SORTS --

-- A BRILLIANCE TO BE ADMIRED.

WELL *SAID*, CALIBAN!

BRILLIANT, NO LESS!

WHAT DO YOU HAVE TO SAY FOR YOURSELF?

-- CAN WE GO *SWIMMING* NOW?

Uhh --

POOLSIDE AT THE MANSION, TAKE ONE, *ROLLING!*

GIVE THE BOY A *CAMCORDER* AND HE THINKS HE'S *FRANCIS FORD GUTHRIE!*

NEAT *TRICK*, GUYS --

GETTING *ICEMAN* TO USE HIS POWER TO COOL THE DRINKS.

WHAT *ELSE* CAN YOU DO?

TRICK? *BOBBY'S* GOT A *GOOD* ONE! GIVE ME THE CAMERA --

HEY! WHU --?

BETTER THAN A *WEDGIE* -- I CALL IT A *FRIDGIE!*

EEEEYOWWW!

DON'T GET YOUR SHORTS IN AN UPROAR, SAMMY-BOY!

GIMME THAT BACK!

"POOLSIDE AT THE MANSION, TAKE *TWO* --"

ANY PITHY COMMENTS FOR POSTERITY, M?

PLEASE GO SOME-PLACE ELSE, SAMUEL.

PAIGE?

WILL YOU GET OUT OF MY SUN? YOU'RE CASTING A SHADOW ON MY-- MY --

JUBILEE? Oh, NO! DON'T *DO* IT, JUBILEE --!

PAF

YOW!

YOU'RE DOING *FINE*, SAM!

JUST KEEP STEPPING *BACK* LIKE YOU'RE DOING--!

BACK? BUT ISN'T THE --?

--THE *POOL* BACK THERE?

DU-UH!

SPLOOSH

I SURE HOPE THE CASING ON THE CAMCORDER IS *WATER-PROOF!*

BONK

OWW!

INTERFERENCE!

FOREIGN BODY ON THE WATER POLO COURT!

SHOOT! WHO'S HE CALLING A FOREIGNER--

-- I WAS *BORN* HERE --

-- *HE'S* THE ONE FROM ANOTHER DIMENSION!

HERE... YOU LOOK LIKE YOU NEED SOME *HELP* --

WON'T YOU JOIN ROGUE AND GAMBIT AT OUR TABLE FOR SOME ICED TEA?

THANKS, MAGNE --

... ER ... JOSEPH. BUT I THINK I HAD BETTER GO DRY OFF THE CAMERA...

THANK YOU, ANYWAY!

MY PLEASURE, SAM.

I THINK HE'S *SPOOKED*, JOSEPH.

YOU DON'T *REMEMBER* IT, BUT SAM WAS ONE OF THE KIDS YOU TRAINED...

... WHEN YOU WERE STILL *MAGNETO.*

PERHAPS HE IS SIMPLY INTIMIDATED BY BEAUTY AND POISE, MY DEAR?

AWW --

TRES GAUCHE...

... ET TRES PATHETIQUE.

WOULD EVERYONE CARE FOR MORE ICED TEA?

I'LL BE RIGHT BACK.

YOU KNOW DAT DE *WORST* O' *MAGNETO* MIGHT STILL BE DEEP INSIDE THAT ONE, CHERE...

... AND REMEMBER WHAT JUST A LITTLE BIT O' DAT DID TO PROFESSOR XAVIER!

EVERYBODY IS *DIFFERENT*, REMY--

-- SOME PEOPLE CAN CHANGE!

NOT DAT ONE, CHERE.

EVERYTHING ABOUT DAT ONE RUN CLEAN TO DA *BONE*.

HERE'S THE ICED TEA, AND I'VE BROUGHT ORORO AND ELISABETH AS WELL!

NOW, WHERE WERE WE?

THE ETHER AROUND THIS TABLE IS CHARGED WITH RATHER *TENSE* VIBRATION.

DON'T WE HAVE A RIGHT TO BE AS SCOOCH TENSE...

... AFTER ALL WE'VE BEEN THROUGH WITH ONSLAUGHT?

IT WAS MORE OF A *PERSONAL* BIO-RHYTHM.

SHALL WE HAVE A *TOAST?*

HERE'S TO US... AND THOSE LIKE US!

DARN FEW LEFT!

DARN FEW LEFT!

HERE COME EMMA AND SEAN!

EVERYBODY TO THE LAKE FOR BARBECUE!

FOOD'S ON!

ALL RIIIGHT!

LATER.

OKAY, WHO WANTS THEIR BURGERS -- UH --

-- WELL DONE?

YOU HAVE TO RUN THE PROPANE FLAME DOWN A BIT, SCOTT!

WHAT EVER HAPPENED TO REAL CHARCOAL AND STARTER FLUID?

BAD FOR THE ECOLOGY --!

AND SINCE WHEN HAVE YOU BEEN OPPOSED TO NEW TECHNOLOGY?

TWENTY SERVING EIGHTEEN -- *GAME POINT!*

YOU KNOW, EVERYTHING IS GOING TO *CHANGE* NOW...

... THINGS CAN'T GO ON THE WAY THEY'VE *BEEN* GOING!

YOU CAN SAY *THAT* AGAIN, SISTER!

ALL YOU LITTLE KIDDIES UP IN MASSACHUSETTS ARE GOING TO HAVE TO DO SOME GROWING UP ASAP.

THINGS ARE GETTING *HOT* FOR MUTANTS RIGHT NOW!

WE CAN *HANDLE* IT, DOMINO.

BUT CAN YOU HANDLE THIS *SLICE?*

PLEASE.

BOTHER!

SPLOOK

SORRY.

MAY WE HAVE OUR BALL BACK, PLEASE?

WHY, CERTAINLY.

Oh, *YUCK!* IT'S COVERED WITH *POTATO SALAD!*

WHERE'S YOUR *MANNERS*, BOY --

-- YOU CAN'T HAND IT TO THE LADY IN THAT CONDITION!

GLOMPH

SLURP SLURP

SPUT

SPUT

THERE YA GO, MILADY --

-- ALL WASHED OFF AND READY FOR YOUR DELICATE FINGERS!

EEEEYUGHK!

CALIBAN DOESN'T GET IT...

SO, SAM -- HOW DOES IT FEEL TO BE THE JUNIOR MEMBER OF THE A-TEAM?

SORT OF LIKE BEING BLADE-POLISHER FOR THE VID-GLADIATORS?

I LIKE IT JUST FINE. IT'S A CHANCE TO LEARN FROM THE ***PROS.***

SCOTT IS A TERRIFIC LEADERSHIP EXAMPLE, ***BEAST*** IS THE SMARTEST GUY I'VE EVER MET AND WOLVERINE --

-- WELL, HE REALLY IS THE BEST AT WHAT HE DOES.

YOU WERE THERE AT THE BIG SHOWDOWN BETWEEN GENESIS --

-- WHO USED TO BE CABLE'S ADOPTED SON, ***TYLER*** --

-- AND ***WOLVERINE...*** WHAT WENT DOWN OUT THERE?

DID HE LIKE -- GO COMPLETELY ***ANIMAL?***

I DON'T SEE WHERE LOGAN HAD MUCH CHOICE.

GENESIS WAS HUNTING HIM DOWN LIKE A DOG -- SICCED HIS ***DARK RIDERS*** ON HIM --

-- AND THIS AFTER AN ABORTED ATTEMPT TO INFUSE THE ADAMANTIUM BACK INTO HIM.

STILL, EVEN HURTIN' LIKE HE WAS, AND REVERTED TO FERAL STATE, --

LOOK, SAM --!

-- IT'S FRIEND- *CABLE!*

LOGAN --? I WAS WAY OUT OF LINE BACK THERE WITH THE *SENTINEL.*

I'M *SORRY.*

THERE'S NO MORE TO SAY, CABLE.

BEEN BAD BLOOD BETWEEN US FOR A LONG TIME. THAT INCIDENT WAY BACK WHEN --

-- WELL, I'M JUST SAYING I'M SORRY AND THAT'S WATER UNDER THE BRIDGES AS FAR AS I'M CONCERNED.

I'M SAYIN' I'M SORRY ABOUT ABOUT YOUR BOY, TYLER, TOO.

I KNOW THERE AIN'T NO MANY WORDS THAT CAN PUT A THING LIKE THAT RIGHT...

BUT THERE IT IS.

I APPRECIATE THAT YOU DIDN'T TRY TO RATIONALIZE WHAT YOU DID.

I UNDERSTAND YOU HAD *NO CHOICE*.

BUT YOU MUST REALIZE THAT THERE'S NO ASSUAGING THIS SORT OF THING.

MAYBE WE'LL NEVER QUITE BE FRIENDS --

-- BUT I PROMISE THAT YOU NEED NEVER FEAR TO TURN YOUR BACK TO ME WHILE WE ARE STILL ON THE SAME SIDE.

CLINK

BEER

BEER

THAT'S AS GOOD AS IT GETS, BUB.

I CANNOT *BELIEVE* I'M TAKING PART IN THIS *BANSHEE!*

TIME FOR EVERYBODY TO *CHANGE* INTO THEIR *COSTUMES!*

AW, *EMMA* -- WE HAVEN'T EVEN STARTED ON THE *FLOATING ISLANDS!*

SHORTLY...

LET'S MOVE IT!

WE DON'T HAVE MUCH TIME!

YOU KNOW THE DRILL -- BIG GUYS IN THE *BACK!*

AND HERE I AM HAVING A BAD HAIR DAY! AM *I* A *MESS!*

I HAVE *NEVER* SEEN AN X-LADY WITH SO MUCH AS A SINGLE HAIR OUT OF PLACE!

CAN YOU GET THAT CONTRAPTION TO WORK, HANK?

NOT IF YOU KEEP BOTHERING ME, BOBBY!

ALL OF YOU WHO CAN *FLY,* I WANT A NICE *VEE FORMATION* OVERHEAD!

COORDINATE THE TIMING WITH BEAST.

IT'S COUNTING DOWN!

TEN SECONDS, EVERYONE!

POSITIONS!

OKAY, LET'S GET THOSE FLYERS IN THE AIR!

SPEAKING OF *FLYING* --

-- LOOK WHO SHOWED UP!

IT'S *GATEWAY!* WHERE DID *HE* COME FROM?

MAYBE OUR ENIGMATIC ABORIGINE TELEPORTER WILL *OPEN* HIS *MOUTH* AND TELL US...

... BUT APPARENTLY, NOT *TODAY.*

THEY ARE OUTCASTS.

SHUNNED, IF NOT HUNTED DOWN BY HUMANITY BECAUSE OF THEIR GENETIC DIFFERENCES.

THE PAST FEW WEEKS HAVE, IN ALL LIKELIHOOD, BEEN THE MOST TRYING EVER FOR EACH ONE OF THEM.

EVERYTHING THEY BELIEVE IN HAS BEEN CHALLENGED.

MANY THEY LOOKED UP TO HAVE PERISHED...

... OR IN THE CASE OF CHARLES XAVIER, THE MAN WHO, IN MANY WAYS, BROUGHT THIS DISPARATE GROUP TOGETHER...

... FELL FROM GRACE.

STILL, THEY PERSEVERE...

... DRAWING STRENGTH FROM EACH OTHER...

... GAINING HOPE THAT DESPITE TODAY'S HORRORS, A BRIGHTER TOMORROW REMAINS.

CASTRILLO

HEY! DON'T STOP AND SAY HELLO, BUB!

YEAH, TELL ME ABOUT IT.

I KINDA DOUBT HE SHOWED UP JUST FOR THE GROUP PHOTO!

HE HAS HIS OWN AGENDA, LOGAN!

GATHER 'ROUND, EVERYBODY!

NOW THAT DUSK IS UPON US, WE HAVE SPECIAL *ENTERTAINMENT* PREPARED!

JUBILEE, MELTDOWN, SUNSPOT AND CANNONBALL, FRONT AND CENTER!

TA-DAAAAAAA!

OUTTA MY ***WAY,*** LEE.

DON'T ***TEMPT*** ME, SMITH!

AND NOW, FOR YOUR EDIFICATION AND PLEASURE --

NOW THAT'S WHAT I CALL A FIREWORKS DISPLAY!

BETTER DAN DE *FOURT'* O' *JULY*, Eh?

AND NOW, COMES THE TIME FOR SOMETHING A BIT MORE SERIOUS.

WE HAVE ALL BEEN THROUGH A TRYING AND TRAUMATIC TIME AND WE ARE IN NEED OF SOME *HEALING.*

WOLVERINE HAS BEEN GOING THROUGH A PERSONAL TRIAL AND RECOVERY...

... AND THERE WAS SOMETHING HE MENTIONED TO ME ABOUT HIS OWN ROAD BACK THAT STRUCK *HOME* TO ME.

HE TOLD ME THAT IN THE MARTIAL ARTS, BEFORE AND AFTER EACH PRACTICE SESSION, ALL THE PARTICIPANTS SIT IN MEDITATION TO CLEAR THEIR MINDS.

WHAT JEAN AND I PROPOSE IS A MIND-MELD IMPOSED BY THE TWO OF US THAT WOULD BE PRETTY MUCH SUPERFICIAL.

A *"FEEL-GOOD"* MIND MELD, A JOINING OF SPIRITS, IF YOU WILL.

NO DARK SECRETS WOULD BE OPEN TO ALL. OF COURSE --

-- IF THERE ARE THOSE AMONG YOU WHO ARE *HESITANT* OR HAVE ANY MISGIVINGS...

... WE FULLY UNDERSTAND IF THEY DO NOT WISH TO PARTICIPATE.

NO HESITATION.

'LONG AS YOU *KEEP* IT SUPERFICIAL, AMI...

NOTHING TO HIDE...

... NOTHING TO HIDE.

SHALL WE PROCEED?

JEAN? CABLE?

COULD WE ALL JOIN HANDS, PLEASE?

SYMBOLIC, MORE THAN ANYTHING ELSE, OF COURSE...

OF COURSE.

AT FIRST THERE IS NOTHING...

...AND THEN A COOL GENTLE WAFTING LIKE A WIND OUT OF THE EAST.

...A BREEZE BEARING AN ASTONISHING BABBLE OF DISPARATE THOUGHTS AND EMOTIONS --

...ALL ADRIFT IN CONFUSION LIKE CONVERSATIONS AT A NOISY PARTY.

AND THEN, THE INDIVIDUAL VOICES GIVE WAY TO AN UNDERLYING CHORUS THRUMMING IN SOME MENTAL HARMONY...

...SINGING A BRIGHT CHORD, A MAJOR FIFTH OF THE MIND-WAVES, REMINDING ONE AND ALL OF THE TIE THAT BINDS THEM **TOGETHER.**

THE CHORD RISES AND DECAYS, LEAVING AN AFTER-TONE REVERBERATING WITH AN ETHEREAL SENSATION OF WELL-BEING...

...LIKE THE FLEETING REMEMBRANCE OF AN OLD FRIEND LONG UNSEEN OR A LOVER'S TOUCH DIMLY RECALLED...

...BRUSHING, FEATHER-LIKE AGAINST THE CONSCIOUSNESS --

-- AND FADING AWAY TO AN UNNATURAL QUIET.

THANK YOU ALL FOR SHARING.

AND NOW, IF WE CAN ALL ADJOURN TO THE MANSION...

SCOTT --

-- THINGS WILL NEVER BE THE SAME AGAIN, WILL THEY?

THEY NEVER ARE, JEAN...

... BUT TOMORROW IS ANOTHER *DAY.*

MARVEL® COMICS

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ONSLAUGHT

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Stan Lee Presents the final chapter in the

ONSLAUGHT SAGA

PRISONER M-13

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HE IS PROFESSOR CHARLES XAVIER, FORMERLY THE MOST POWERFUL MUTANT ON THE FACE OF THE PLANET, ONE TIME LEADER OF THE OUTLAW GROUP CALLED THE X-MEN...

... UNTIL HE ALLOWED HIMSELF, IN A MOMENT OF WEAKNESS, TO BEGIN THE SELF-TRANSFORMATION THAT EVENTUALLY LED TO THE CREATION OF THE NEAR-OMNIPOTENT BEING CALLED ONSLAUGHT.

THE CONSEQUENCES --

-- INCLUDING THE SACRIFICE OF EARTH'S MOST RENOWNED HEROES, THE FANTASTIC FOUR AND THE AVENGERS --

-- WERE SO MONSTROUS THAT HE FELT THAT HUMANITY WAS OWED THE ASSURANCE THAT IT COULD NOT HAPPEN AGAIN.

EVEN IF IT MEANT SACRIFICING HIS OWN FREEDOM.

THIS, HOWEVER, IS NOT THE PENANCE HE EXPECTED.

YOU SHOULDN'T HAVE DONE THAT, BASTION --

-- PRISONER M-13 IS IN GOVERNMENT CUSTODY BY HIS OWN CONSENT.

IS THAT SO, *Mr. GYRICH?*

YOUR GOVERNMENT HAS GRANTED EXTRAORDINARY POWER TO *MY* MULTI-NATIONAL TASK FORCE.

THIS ABANDONED *HULKBUSTER* BASE WAS MODIFIED AT THEIR EXPENSE TO CONFINE *DANGEROUS...*

... INDIVIDUALS.

I WAS APPOINTED *DIRECTOR* OF THIS INSTALLATION, AND AS SUCH I HAVE THE POWER TO EXERCISE *EXTREME* SANCTIONS.

AND I HAVE DEDICATED THIS BASE AND ALL ITS PERSONNEL TO *ONE TASK* --

-- FINDING A WAY TO *PROTECT* HOMO SAPIENS FROM HOMO SUPERIOR.

AND HOW EXACTLY DOES PRISONER M-13 CONSTITUTE A "*DANGEROUS INDIVIDUAL*"?

GRANTED, HE'S THE WORLD'S FOREMOST AUTHORITY ON *GENETIC MUTATION* --

-- BUT THAT DOESN'T MAKE *HIM* A *MUTANT.*

HE'S CONFINED TO A *WHEELCHAIR,* FOR GOD'S SAKE!

ARE THOSE *PSI-SHIELDS* REALLY NECESSARY?

THERE ARE FACTORS BEYOND YOUR *KEN,* GYRICH.

YOU CANNOT *BEGIN* TO COMPREHEND...

FOR REASONS OF *NATIONAL SECURITY,* ALL I CAN TELL YOU...

... IS THAT YOUR SO-CALLED HARMLESS *SCHOLAR* IS IN POSSESSION OF VITAL INFORMATION CONCERNING THE ENTITY KNOWN AS *ONSLAUGHT!*

I'VE SEEN NO *EVIDENCE* OF THAT.

CLICK

REPLAY: INTERROGATION SECTION-13 CONDUCTED IN SUBJECT'S CELL IN MAXIMUM SECURITY BLOCK.

... WE WERE NOT PLEASED WITH YOUR LEVEL OF **COOPERATION**, PRISONER M-13 --

REALLY, BASTION. THIS IS SUCH AN OBVIOUS PLOY AT **DEHUMANIZING** A MAN...

... REDUCING ME TO A **NUMBER**.

M-13

CURIOUS THAT ONE WHO IS SO CONCERNED WITH **MUTANTS** WOULD BANDY THAT WORD AROUND SO FREELY...

... MUTANTS AREN'T **REALLY** HUMAN, ARE THEY?

THERE HAVE BEEN **OTHERS** WHO HAVE USED THAT LINE OF REASONING FOR THEIR OWN TWISTED PURPOSES --

-- A CERTAIN AUSTRIAN PAPER-HANGER COMES TO MIND.

M-13

ARE YOU COMPARING ME TO **HITLER**...

... SIMPLY BECAUSE I KNOW THE DANGER THE **MUTANT RACE** POSES TO HUMANITY?

NEED I REMIND YOU THAT IT WAS **HOMO SUPERIOR** WHICH UNLEASHED **ONSLAUGHT** UPON US --

-- A BEING OF SUCH EXTREME MALEVOLENCE THAT HE SOUGHT TO **END** ALL LIFE AS WE KNOW IT ON THIS PLANET!

LOOK AT THE WHOLE-SALE CARNAGE **MUTANTKIND** HAS WROUGHT!

LOOK AT THE PRICE OF MEDDLING WITH **NATURE!**

MEDDLING WITH NATURE?

MUTANTS DIDN'T **ASK** TO BE BORN THE WAY THEY ARE --

-- THEY ARE THE **RESULT** OF NATURE.

THEY ARE SIMPLY THE **MARKERS** AT THE CUSP OF **CHANGE.**

EVERYTHING CHANGES.

IF IT DOESN'T...

... IT STAGNATES AND **DIES.**

DON'T SPOUT YOUR RHETORIC AT ME, YOU UNREPENTANT **MUTANT SYMPATHIZER!**

UNREPENTANT? GOOD LORD, MAN --

-- I WILL CARRY THE HORROR OF ONSLAUGHT'S DEPREDATIONS WITH ME TO THE GRAVE!

-- UNLIKE YOU AND YOUR MONO-MANIACS --

-- WHO WOULD EXTERMINATE ALL THOSE WHO ARE UNLIKE THEMSELVES IN THE NAME OF A PERVERTED MISSION CALLED ZERO TOLERANCE!

-- WHY DID YOU TURN YOURSELF IN TO VAL COOPER?

WAS IT SIMPLY TO AID THE GOVERNMENT IN ITS RESEARCH INTO THE ONSLAUGHT PHENOMENON --

-- OR DO YOU PERCEIVE YOURSELF TO BE A DANGER?!

YOU SIMPLIFY AND BELITTLE MANKIND'S JUSTIFIABLE FEARS!

TELL ME, PROFESSOR XAVIER --

SEE X-MEN 57 BOB

THAT WAS A BIT *EXCESSIVE*, DON'T YOU THINK?

AND I JUST DON'T UNDERSTAND THIS -- ALL THESE *PSI-SHIELD* PRECAUTIONS AND *BLAST DOORS* FOR A MAN WHO IS WELL-RESPECTED IN THE WORLD COMMUNITY --

WHAT DO YOU *KNOW* ABOUT *XAVIER* THAT THE REST OF US *DON'T?*

WATCH YOUR *TONE*, BUREAUCRAT. WE SIMPLY GUARD AGAINST A TELEPATH FROM THE *OUTSIDE* TRYING TO CONTACT HIM.

NOW, GIVE ME THAT REMOTE --

-- I WANT TO CHECK ON THE STATUS OF *M-9.*

STILL *SLEEPING.*

RAINBOW BEARS, RED, YELLOW AND BLUE -- RAINBOW BEARS SING "I LOVE YOU"!

IS THAT ALL IT EVER *DOES* WHEN IT'S NOT --?

M-9 WAS JUST REEVALUATED.

SHE HAS BEEN RE-CATEGORIZED AS AN *ALPHA CLASS.*

THERE WERE INDICATIONS THAT SHE IS CAPABLE OF FOOLING THE SENSORS AND REGISTERING *FALSE READINGS* --

IT!

IT IS A *THING...*

... NOT A *SHE.*

AT LEAST SOME OF M-13'S MUTANT FRIENDS HAVE A TENUOUS CLAIM TO *PARTIAL* HUMANITY --

-- UNLIKE THAT *ABOMINATION* THAT WAS CREATED IN THE *MANITE PROJECT.*

HELICOPTER COMING IN, SIR! YOU'RE NEEDED *TOPSIDE!*

THAT WOULD BE *Dr. THYSSON.*

ANOTHER RESEARCH SPECIALIST?

Dr. INGRID THYSSON IS A *CLINICAL PSYCHOLOGIST,* GYRICH...

...TOPS IN HER FIELD.

SHE'LL BE DOING A COMPLETE *PSYCH EVALUATION* ON M-13.

IF ONE IS TO BE EFFECTIVE IN EXTRACTING INFORMATION FROM A PARTICULARLY RETICENT SUBJECT...

...IT PAYS TO KNOW ALL THE DARK CORNERS OF THAT SUBJECT'S *PSYCHE.*

WELCOME TO NEVADA, Dr. THYSSON!

I'M SPECIAL AGENT *HENRY PETER GYRICH* AND THIS IS --

BASTION. HE'S THE ONE IN CHARGE, CORRECT?

INDUBITABLY.

IS THE SUBJECT READY FOR *INTERVIEW?*

M-13 IS... *INDISPOSED* AT PRESENT --

-- IT WOULD ALSO BE PREFERABLE TO RUN AN EXTENSIVE BRIEF BEFORE YOU ACTUALLY *MEET* HIM.

G-8

DX

THUMP

DX

3

GOOD LORD! WAS -- WAS THAT A *BODY* BEING SO UNCEREMONIOUSLY DISPOSED OF?

FX-3

WHAT *IS* THIS PLACE?

A PLACE THAT DOES NOT *EXIST* AS FAR AS THE REST OF THE WORLD IS CONCERNED.

REMEMBER THAT.

NOW, STEP THIS WAY, PLEASE.

THIS INSTALLATION WAS ONCE DEDICATED TO THE SOLE PURPOSE OF STOPPING, INCARCERATING AND EVENTUALLY DESTROYING...

...THE MONSTROSITY KNOWN AS THE *HULK.*

THE GOVERNMENT SHUT IT DOWN SEVERAL YEARS AGO...

...BUT WE HAVE REFURBISHED IT AND DELVED TWENTY LEVELS *DEEPER* BENEATH THE DESERT FLOOR.

THIS IS OUR *MAXIMUM SECURITY* LEVEL...

...AND *THAT* IS YOUR SUBJECT, PRISONER M-13.

HE BECAME VIOLENT A SHORT TIME AGO AND HAD TO BE... *RESTRAINED.*

WHAT'S GOING ON HERE?

I WAS TOLD THAT PROFESSOR XAVIER WAS *COOPERATING* WITH VAL COOPER IN THE INVESTIGATION OF *ONSLAUGHT.*

WELL, MA'AM, THERE ARE INVESTIGATIONS, AND THERE ARE *INVESTIGATIONS...*

IT APPEARS THAT *THIS ONE* WAS THE OLD-FASHIONED KIND THAT HADN'T EVEN PROGRESSED TO RUBBER HOSES YET.

YOUR BODYGUARD IS SPEAKING OUT OF *TURN,* Dr. THYSSON.

I'M *NOT* HER BODYGUARD.

THEN *WHO* ARE YOU?

SPECIAL OPERATIVE *DARYLL SMITH.*

I WAS THE AGENCY'S TOP *MUTANT HUNTER*, BUT I'VE BEEN OUT OF THE LOOP FOR A WHILE®, BUT NOW I'M REPORTING BACK FOR --

MUTANT HUNTER 1527

IF YOU VALUE YOUR *LIFE* AND *FREEDOM*, MY FRIEND--

-- YOU WILL RESTRAIN YOURSELF FROM *QUESTIONING* MY AUTHORITY IN THE FUTURE.

DO I MAKE MYSELF CLEAR?

YES SIR, I GET THE *DRIFT.*

SEE WOLVERINE 95
BOB

BACK TO BUSINESS.

PROFESSOR XAVIER *VOLUNTEERED* HIS EXPERTISE TO VALERIE COOPER, THE CHAIR-WOMAN OF THE COMMITTEE ON MUTANT AFFAIRS.

IN TURN, UNDER *ORDERS* FROM THE VERY TOP...

... XAVIER WAS REMANDED INTO *MY* CUSTODY.

THE UNITED STATES-- THE *WORLD*-- MUST KNOW HOW ONSLAUGHT HAPPENED.

WAS IT AN *ANOMALY*, OR A GENETIC *PORTENT* OF THINGS TO COME?

THIS MAN WILL HELP US DISCOVER THE *TRUTH*--

WHAT'S THAT ON THE MONITORS?!

TH-THEY'RE CALLED THE "*RAINBOW BEARS*".

SOME KIND OF *GLITCH* IN YOUR SYSTEM, MAYBE... ?

"IT'S M-13! HE'S BYPASSING THE *PSI-SUPPRESSORS* SOMEHOW!"

"IMPOSSIBLE!"

"IT'S FAR FROM IMPOSSIBLE, GYRICH."

"THAT'S PART OF A KID-VID SATELLITE FEED WE PIPE INTO M-9'S CELL --

"-- PROBABLY NOTHING MORE THAN A CROSSED WIRE."

DON'T BE AFRAID, MISTER.

YOU'RE HURTIN' REAL BAD, AINT CHA?

"RUN A DIAGNOSTIC, I WANT THAT *CONFIRMED.*

I CAN *TELL*, YA KNOW...

WHO -- WHO *ARE* YOU?

WHAT'S THE STATUS OF THAT DIAGNOSTIC? IS THIS SACCHARINE BEAR NONSENSE A COMPUTER GLITCH?

IT'S A *OVERRIDE*, SIR --

-- SEEMS IT'S BEING GENERATED OUT OF A CELL -- ER, *CONFINEMENT FACILITY* ON THE SECURITY LEVEL --

SECURITY! I AM CALLING A *FULL ALERT!*

I'M M-9.

BUT YOU CAN CALL ME *NINA*, LIKE TUESDAY DID.

BUT HOW --?

THROUGH THE WALL? I CALL IT *SLIDIN'...*

... DON'T BE TELLIN' *THEM* I DONE IT, OKAY?

THERE'S A *REASON* WHY WE'RE BEING PREVENTED FROM MONITORING WHAT'S GOING ON IN XAVIER'S CELL --

I -- I *WON'T.*

BASS- CHUN GOT *MAD*, Huh?

DON'T WORRY, I'LL CLEAN IT ALL UP FOR YA!

YOU'RE A *TELEKINETIC*, AS WELL?

I KIN *MOVE* STUFF REAL GOOD, HUH?

WHERE DID YOU *COME* FROM, NINA? HOW DID YOU GET HERE?

ALWAYS BEEN HERE.

TUESDAY SAID WE GOT FOUND UNDER CABBAGE LEAVES BY THE *PROJECT ELF*. FUNNY, Huh?

DOES *BASTION* KNOW YOU CAN MOVE THINGS WITH YOUR MIND, CHILD?

Oh, *NO!* *TUESDAY* TOLE ME TA *NEVER* LET ON TA *THEM* WHAT I CAN DO. TUESDAY TEACHED ME HOW TO SLIDE, YA KNOW...

WHY ARE YOU SHOWING *ME* WHAT YOU CAN DO?

I -- *I'VE* HURT PEOPLE, TOO, NINA.

YOU'RE NOT LIKE *THEM*, MISTER!

THEY *HURT* PEOPLE.

BUT *THEY'RE* NOT *SORRY*.

THIS IS MY FRIEND, *HARRY*.

WILL YA TELL US A STORY, SOMETIME?

UNLOCK THE BLAST DOORS!

THERE'S THREE LAYERS OF THEM, SIR -- AND A *POLY-STEEL IRIS* --

ALL OF THEM!

NOW!

CLANG

CHUNGG

YES? CAN I *HELP* YOU?

YOU'RE DOING IT SOMEHOW, AREN'T YOU?

YOU'RE DEFEATING THE *PSI-SHIELDS* AND *SENSORS!*

THWAMM

THERE *ARE* NO GAMES IN MY LIFE, PROFESSOR.

I HAVE ONLY *ONE* CARE --

-- THE *SURVIVAL* OF THE HUMAN RACE!

I THINK *YOU* BETTER *COOL* IT, SIR.

WHY THE *GAME*, BASTION?

WHY NOT COME OUT AND *TELL* THEM WHAT YOU KNOW ABOUT ME?

YOU HAD BETTER --

GUARDS --

-- *DISARM* THIS MAN AND CONFINE HIM TO A *CELL.*

HAVE IT YOUR WAY, BASTION.

I'M REAL *GOOD* AT COOLING MY HEELS...

... REAL GOOD AT SOME *OTHER* THINGS, TOO.

YOU'RE UP AT BAT, THYSSON. I WANT A FULL PSYCH-PROFILE ON XAVIER BY THE END OF THE WEEK.

IT MIGHT NOT BE M-13, BASTION.

M-9 IS APPARENTLY CAPABLE OF BY-PASSING THE PSI-SHIELDS...

... AS WELL AS FOOLING THE *SENSORS.* WE ARE STILL EVALUATING THE DATA ON HER.

I AM NOT *UNAWARE* OF THE MANITE'S ABILITIES, AGENT GYRICH.

THIS BASE EXISTS, IN PART, TO *STUDY ITS* EVOLUTION...

... SO IT CAN EVENTUALLY FULFILL ITS *PURPOSE.*

I WANT THE LATEST ASSESSMENT REPORT ON M-9 TOMORROW.

THE NEXT DAY.

I DON'T KNOW IF I APPROVE OF YOUR TASTE IN *COUCHES*, Dr. THYSSON.

IT IS A *GYRO-SCANNER*, PROFESSOR XAVIER.

IT MONITORS RESPIRATION, HEART-BEAT, TEMPERATURE, BLOOD SUGAR, BRAIN WAVES AND SEVENTEEN OTHER FUNCTIONS.

LET'S BEGIN WITH SIMPLE WORD ASSOCIATION, SHALL WE?

IN WHAT *MANNER* WERE THESE YOUNGSTERS GIFTED?

I THOUGHT THIS WAS A WORD ASSOCIATION TEST.

MAY WE PLEASE PROCEED WITH THE TEST PROPER?

PLEASE STATE YOUR NAME AND OCCUPATION FOR THE RECORD.

PROFESSOR CHARLES XAVIER, AND I AM -- *WAS*... A *TEACHER*.

AND WHOM DID YOU TEACH?

GIFTED YOUNGSTERS.

BIO-RES NEGX

WAV-095

POS - X1

PROFESSOR I REALIZE IT GOES AGAINST YOUR PEDANTIC NATURE TO BE THE *TESTEE* RATHER THAN THE *TESTOR*...

... BUT I HAVE MY *JOB* TO DO.

TO WHAT *END*, Dr. THYSSON?

DO YOU KNOW THE *REAL* PURPOSE FOR THIS INSTALLATION...

... AND WHAT BASTION INTENDS TO DO WITH YOUR EVALUATION REPORT ON ME?

DO YOU KNOW WHY I AM A *PRISONER* HERE, ALTHOUGH I HAVE NEVER BEEN CHARGED OR INDICTED?

YOU *VOLUNTARILY* GAVE YOURSELF INTO GOVERNMENT CUSTODY --

I VOLUNTEERED MY COOPERATION TO SOMEONE I *TRUST*...

... SOMEONE WHO PROBABLY DOESN'T EVEN *KNOW* WHERE I AM RIGHT NOW.

BY NO MEANS DID I ASK TO HELP A MAN WHOSE PERSONAL *AGENDA*...

... IS THE *ERADICATION* OF EVERYTHING I HOLD DEAR.

WHAT DID YOU HOPE TO *ACHIEVE* BY GIVING YOURSELF UP?

I WANTED TO HELP. I WANTED...

... *REDEMPTION.*

REDEMPTION FOR WHAT? WHAT DID YOU DO THAT --

IS THAT A VEILED THREAT?

THAT IS INFORMATION THAT WOULD PROVE *DANGEROUS* TO YOU.

NO, IT IS A *BLATANT* WARNING.

THESE ARE NOT THE PEOPLE I EXPECTED TO -- TO DO *RESEARCH* WITH.

I FEAR FOR YOUR SAFETY IF YOU WERE TO LEARN...

... MORE THAN BASTION *WANTS* YOU TO KNOW.

IT SEEMS THAT *YOU* ARE THE SECRETIVE ONE, AND --

Huh? WHAT'S *THIS?*

-- THAT'S HARRY.

GIVE ME THAT --

THAT NIGHT...

BASTION... I'VE BEEN MONITORING *THYSSON'S* SESSIONS WITH *XAVIER*...

... AND MAYBE YOU HAD BETTER TAKE A LOOK AT THE TAPES, ESPECIALLY THE ONES WITH THE *RABBIT* --

I BROUGHT YOU OUT OF THE BASE FOR A REASON, GYRICH. WE NEED TO BE OUT OF *PSI-RANGE.*

THE ASSESSMENT ON PRISONER M-9 IS CONCLUSIVE. THE LITTLE *MANITE* IS TOO DANGEROUS TO BE ALLOWED TO REACH *PUBERTY* --

-- IT WILL HAVE TO BE A *DX PROTOCOL.*

THE PROBLEM LIES IN *EXECUTING* THE PROTOCOL WITHOUT THE TARGET BECOMING *AWARE.*

YOU AND I WILL HAVE TO REMAIN ABOVE GROUND UNTIL THE MATTER IS *RESOLVED* --

I *ALREADY* HAVE A SOLUTION.

I PULLED SMITH'S DOSSIER AND FOUND OUT WHY HE WAS SUCH A HOT-SHOT *MUTANT HUNTER.*

IT'S BECAUSE HE'S A *PSI-ANOMALY* HIMSELF!

HE'S GOT SOME SORT OF NATURAL PSI-SHIELD THAT CAN'T BE PENETRATED BY ANY KNOWN TELEPATH!

THIS IS A GREY AREA -- IF HE'S IMMUNE TO PSI-PROBES, DOES THAT MAKE *HIM* A --?

NO, IT MOST CERTAINLY DOES *NOT!*

HAVE HIM *RELEASED* AND GIVE HIM THE DX ORDER.

TELL HIM TO DO IT BEFORE DAWN, WHEN THE NEXT TRANSPORT COMES IN.

HULLO, CHARLIE!
Oh, THERE'S HARRY!
I THOUGHT HE WANDERED OFF AGAIN!
NINA! DIDN'T I TELL YOU WE HAVE TO BE CAREFUL ABOUT THESE VISITS --?
BUT I WAS SO SAD!
THE RED MAN KEEPS THINKIN' BAD THINGS ABOUT ME.
'COURSE, I CAN'T SEE HIS THOUGHTS, BUT I CAN SEE GYRICH'S, AND GYRICH IS SO UPSET.
THE RED MAN..?
THE MAN WITH ALL THE RED AND ANGRY THOUGHTS IN HIS HEAD!
IT MAKES ME SAD.
BASTION.
IF NINA CAN'T "READ" BASTION, IT MEANS...
LISTEN, NINA. BASTION IS A VERY ANGRY PERSON, BUT WE MUSTN'T EVER LET SOMEBODY ELSE'S ANGER MAKE US MAD.
Oh, I KNOW THAT!
WHAT DO YOU MEAN, NINA --
-- ABOUT BOTH OF US BEING ABLE TO SEE THOUGHTS?
YOU KNOW, IF EVERYBODY COULD SEE THOUGHTS LIKE WE CAN, THEY WOULD NEVER WANT TO HURT NOBODY!
IT MAKES ME SO UPSET WHEN I SEES HURT INSIDE A PERSON.
THAT'S WHY I CAME TA SEE YOU LAST NIGHT, CHARLIE.

OH, YOU SILLY!

YOU THINK THE POWER *WENT AWAY?*

IT... DIDN'T?

OF COURSE NOT! IT'S JUST TURNED OFF.

DO YA WANT ME TA TURN IT BACK *ON?*

NO!

I'M... I'M NOT READY.

I DON'T KNOW IF -- IF...

... THE *DARKNESS* IS STILL THERE, INSIDE, *WAITING.*

WHAT AM I GOING TO *DO* ABOUT YOU, NINA?

IF ONLY I COULD GET TO A PHONE, THEN I COULD CONTACT SOMEONE WHO COULD *HELP* YOU.

I GOT A PHONE!

RAINBOW BEARS SING, "I LOVE YOU!"

I MEANT A *REAL* PHONE, CHILD --

GOOD LORD.

COULD SHE --?

ELSEWHERE...

BRRRRINGG

HELLO, MAJCOMB HERE.

CHARLES? HOW ON EARTH --?

YES, I'M LISTENING --

... RAINBOW BEARS AGAIN ON ALL THE MONITORS.

DOES THIS MEAN THAT SOMETHING HAS GONE AWRY IN XAVIER'S CELL AGAIN?

CAN'T GET A HOLD OF EITHER *GYRICH* OR *BASTION* --

THIS IS MY CHANCE TO GET TO THE BOTTOM OF THIS!

TIME TO EARN YOUR PAYCHECK, DARYLL.

KACHUNK

XAVIER --!

WHAT'S GOING ON HERE --

-- AND HOW DID *THAT* GET IN HERE?

Oh, THAT'S *MINE!*

NINA! I *TOLD* YOU TO STAY *HIDDEN!*

SHE'S A *TELEPATH* --

-- AND SHE CAN *DEFEAT* THE *PSI-SHIELDS!*

-- AND SHE'S STILL A GOOD MANY YEARS AWAY FROM REACHING HER *FULL POTENTIAL!*

I'VE GIVEN HER A CRASH COURSE ON HOW TO HANDLE AND *CONTROL* HER POWER...

SHE CAN DO MUCH MORE THAN *THAT* --

Oh, SHE DIDN'T HAVE NO SCARY THOUGHTS IN HER HEAD.

... AND THE AWESOME *RESPONSIBILITY* SHE HAS BECAUSE OF IT.

SHE WENT INTO MY *MIND* TO ACCESS MUCH OF THE INFORM-ATION...

... AND I GOT A GLIMPSE OF THE TRUE NATURE OF *HER* MIND!

WHERE DID YOU COME FROM?

I DIDN'T COME FROM *ANYWHERE!*

I'VE ALWAYS BEEN HERE.

SHE CAME TO SEE ME BECAUSE SHE *SENSED* I WAS IN *PAIN*...

... AND SHE WANTED TO *TAKE* IT FROM ME.

DO YOU BELIEVE IN THE PURITY OF *EMPATHY*, Dr. THYSSON?

YOU SEE BEFORE YOU A LITTLE PERSON ABRIM WITH *COMPASSION*, TOTALLY DEVOID OF PREVARICATION.

ANGER, AGGRESSION, JEALOUSY, SPITE, AVARICE AND PRIDE ARE ALL QUITE *ALIEN* TO HER.

OBVIOUSLY, SHE WAS... *CREATED* HERE. MOST LIKELY AS PART OF SOME GOVERNMENT PROJECT THAT HAS NO *BENEVOLENT* OBJECTIVE.

THE QUESTION IS, WHAT PURPOSE WAS SHE MEANT TO FULFILL --

-- AND WHAT IS *OUR* RESPONSIBILITY TOWARD HER?

SHE'S NOT A MEAN PERSON.

SHE DON'T THINK BAD THINGS LIKE BASS-CHUN!

SHE DON'T WANT TO *DX* ME LIKE THEY DONE TA *TUESDAY!*

D.X. --?

Oh, *NO!*

SHORTLY...

SECURITY ALERT!

PRISONER M-13 IS OUT OF HIS CELL --

-- AND THE SURVEILLANCE SYSTEM HAS BEEN COMPROMISED.

YOU'LL HAVE TO DEAL WITH IT WITHOUT US! WE'RE *NOT* COMING BELOW! *QUARANTINE* ALL SUB-SURFACE LEVELS!

M-13 IS A DANGER TO HIMSELF AND OTHERS!

AWOOOGAH AWOOOGAH

5-22

THE CHANCES OF THIS GAMBIT ACTUALLY SUCCEEDING ARE *SLIM* AT BEST --

-- AND THE CONSEQUENCES FOR THYSSON AND MYSELF WILL MOST LIKELY BE *SEVERE* --

-- BUT IF IT OFFERS NINA EVEN THE SMALLEST HOPE FOR *FREEDOM*, WE MUST CHANCE IT!

HE'S HEADING *AWAY* FROM THE ELEVATORS!

FIRING ORDERS?

SET 'EM TO STUN, BOYS!

XAVIER WAS RIGHT...

... THE GUARDS WENT RIGHT BY THE CELL WITH-OUT LOOKING *INSIDE.*

NOW, IF ONLY HE CAN KEEP THEM ALL DISTRACTED LONG ENOUGH!

I MUST GIVE THYSSON AND NINA JUST A FEW MORE MOMENTS!

IF ONLY MY *X-MEN* COULD SEE THIS --!

THERE HE GOES!

IF WE COULD USE OUR *DISRUPTERS*, WE COULD DISABLE THAT *GRAVITY SLED* --

FSHOOOM

TOO *RISKY* -- OUR ORDERS ARE TO TAKE HIM DOWN *ALIVE!*

IF WE GET CAUGHT, CAN YOU "*SLIDE*" TO THE SURFACE, NINA?

WHAT'S THE SUR-FISS?

SHE CAN'T TELEPORT TO A PLACE SHE CAN'T EVEN *COMPREHEND*...

..., ISN'T THAT *RIGHT*, SWEETIE?

TAKE HIM DOWN!

PAM

HE'S *STUNNED*, BUT HE'S STILL TICKIN'!

HAUL HIM BACK TO HIS CELL!

WHAT ABOUT *THIS* ONE?

BASTION WANTS TO SEE HER.

NINA! WHAT ABOUT THE *LITTLE GIRL?*

INGRID!

WHAT HAPPENED TO --?

CLANG

YOUR DIRTY LITTLE *D.X. PROTOCOL* IS A *DONE DEAL*, BASTION.

NO *COMPLICATIONS*, SMITH?

THE LITTLE BRAT WAS *THOUGHT-CONTROLLING* THE SHRINK AND THE OTHER PRISONER --

-- SHE TRIED THE SAME TRICK ON ME, BUT *NO DICE.*

I DECKED THE SHRINK, SHE'S ALL RIGHT --

-- AND I BROKE THE BRAT'S *NECK.*

WHY WASTE A BULLET, RIGHT?

CHECK IT OUT.

IF YOU WERE A TELEPATH, YOU COULD GO INSIDE HER HEAD...

... AND SEE HOW *DARK* AND *DEAD* IT IS.

DESPITE WHAT YOU MAY *THINK*, SMITH...

... I TAKE NO *PLEASURE* IN THIS.

YEAH...

... WELL, KNOWING *THAT* JUST MAKES ME FEEL A WHOLE LOT BETTER.

I HAD *DOUBTS* ABOUT YOU, AGENT SMITH...

... BUT YOU KNEW YOUR DUTY AND YOU *EXECUTED* IT WELL.

THAT IS AFFIRMATIVE, MISTER...

... IF THERE'S ONE THING I KNOW, IT'S MY *DUTY.*

CAPTAIN -- SOMETHING'S NOT *RIGHT* ABOUT THIS *D.X. BAG!*

IT'S WAY TOO *LIGHT!*

UNZIP IT AND CHECK IT OUT!

IT'S -- IT'S *EMPTY!*

I COULD HAVE *SWORN* IT WAS *FULL* WHEN SMITH DUMPED IT IN HERE!

THAT'S NOT *OUR* PROBLEM, IS IT?

WE JUST PICK UP THE BAG AND GET RID OF IT --

-- AND OUR *ORDERS* ARE TO ASK NO QUESTIONS.

SO LET'S JUST GET *ON* WITH IT.

NOTHING HAPPENS DOWN THERE WITHOUT THE *MAN'S* SAY-SO.

TWO DAYS LATER...

I'VE COME TO SAY *GOODBYE.*

I'M BEING SHIPPED OUT TODAY -- -- TO *WHERE*, I CAN ONLY GUESS.

I -- I SUPPOSE WE REALLY *WERE* UNDER THE MENTAL CONTROL OF THAT CHILD...

IF THAT IS WHAT YOU WISH TO *BELIEVE*, Dr. THYSSON.

TELL ME...

... SHE DIDN'T *SUFFER*, DID SHE?

IT WAS STRANGE...

... SHE LOOKED RIGHT INTO HIS EYES, AND SHE ASKED HIM --

-- YOU'RE ONE OF *US*, AREN'T YOU?

"THEN, HE *SMILED.*"

THAT'S RIGHT, HONEY.

AND I'M SORRY I HAVE TO DO THIS TO YOUR PAL, BUT IT'S THE ONLY WAY--

"AND THAT'S ALL I REMEMBER."

"-- ONE OF US."? BUT --

BRRRRING

HELLO?

CHARLES, I DROVE ALL THE WAY OUT HERE JUST LIKE YOU ASKED...

... AND I RAN INTO SOMEBODY OUT IN THE DESERT WHO WAS VERY HUNGRY AND THIRSTY AND WANTS TO SPEAK TO YOU!

HULLO, CHARLIE! OH, IT'S SO WONDERFUL UP HERE!

THERE'S *WIND* AND THERE'S THE HOT *SUN* AND AT NIGHT THE SKY IS FULL OF *STARS* --

NINA, YOU'RE ALL RIGHT -- IS IT SAFE TO TALK --?

THE *BEARS* ARE ON THE TV, CHARLIE!

WHAT HAPPENED, NINA? WHAT DID THE BIG MAN DO?

DARYLL SAID HE WAS *SORRY* HE HAD TO HIT INGRID...

... THEN HE TOLD ME TO STOP *BREATHIN'* AND TA MAKE MY MIND GO DARK, AND HE WENT INSIDE MY HEAD AND *SHOWED* ME HOW!

HE TOLD ME TO WAIT UNTIL I FELT THE FLYIN' THING GO UP IN THE AIR...

... AND THEN I SHOULD *"SLIDE"* DOWN TO THE GROUND AND HIDE UNTIL SOMEBODY *CAME* FOR ME.

DARYLL'S NICE, HUH?

CHARLIE? ARE YA CRYIN' CHARLIE?

NINA... THERE MAY BE *OTHERS* LIKE YOU OUT THERE. *SEEK* THEM OUT...

... *HELP* THEM IF YOU CAN.

I WILL. LOOK, I GOTTA GO -- I CAN'T KEEP THE BEARS ON THE TV THIS LONG.

BYE!

HOW COME CHARLIE *COULDN'T* COME WITH US, RENEE?

THAT WAS THE ONLY WAY HE COULD *HELP* YOU, NINA.

YOU SEE, SOME PEOPLE CARE SO MUCH ABOUT *OTHERS*, THEY'RE WILLING TO SACRIFICE *THEM-SELVES.*

CHARLIE IS A GOOD MAN, NINA... AND A WONDERFUL *TEACHER.*

WE SHOULD *LEARN* FROM HIM.

Oh, I'LL NEVER FORGET CHARLIE.

I WANT TO BE JUST LIKE *HIM* WHEN I GROW UP.

SOME-DAY, ME AN' HARRY ARE GONNA TURN HIM BACK *ON*, AIN'T THAT RIGHT?

YOU *BET*, KIDDO!

THE END... FOR NOW.

He has dedicated his entire life to building a better tomorrow one in which humans and mutants–the evolutionary cousins of homo sapien–could live in peaceful co-existence.

But in a moment of weakness, Charles Xavier–the most powerful telepath on the planet–did more to hinder that cause than any villain he and his X-Men ever battled.

He gave in to all the fear, hatred and intolerance he had spent so long fighting against...

...and in that moment, a new form of life was born–a malevolent being of pure psionic energy that sought to punish all humanity for their transgressions:

ONSLAUGHT™

The near-omnipotent villain was ultimately defeated, but the price paid to earn that victory was great. Lives were sacrificed, heroes were lost... and amid the wreckage, anti-mutant fear grows anew.

Now, Xavier seeks redemption in the most unlikely of places. Hidden deep below the Nevada desert, in a secret military installation, he will match wits against the man known only as Bastion–a man who is determined to end all mutant life on Earth–and encounter a mystery that could prove even deadlier...

MARVEL® COMICS

ALL NEW X-MEN SPECIAL EVENT

OCTOBER '96

X-MEN®

APPROVED BY THE COMICS CODE AUTHORITY

THE ROAD TO

ONSLAUGHT™

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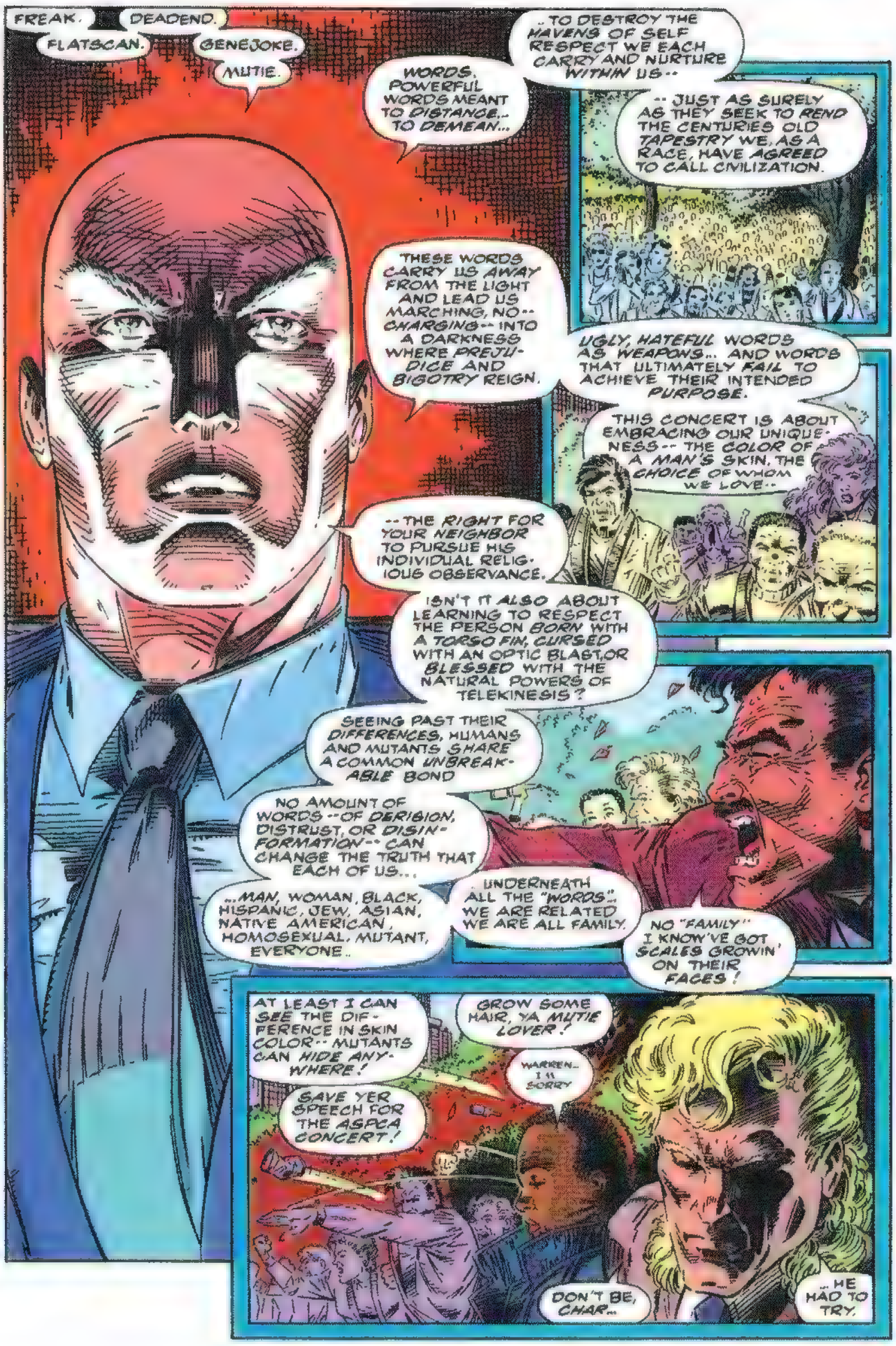


It was a matter of physics.

The higher one climbs, the farther one falls...and in all the Marvel Universe, no man climbed higher than Professor Charles Francis Xavier.

Captain America was stronger.
Mr. Fantastic was smarter.
Thor, more majestic.

But it was Professor X who overcame his physical handicap to concentrate on the power given him at birth—the mutant ability to read and control men's minds.

Spider-Man became a hero by accident.
Iron Man became a hero by necessity.
Hulk, a victim of his own ambition.

Xavier was born different. Even greater than the genetic potential locked within his DNA, was his vision. As his powers developed, he understood he had a responsibility to use those powers to unite the races of Homo Sapiens and Homo Superior.

He was, in fact, a man with a dream.

But dreams are for people that sleep—carefully arranged shadows which dance along the periphery of a man's subconscious. Few are the dreams that can still exist in the harsh light of day.

This collection chronicles with newfound insight and never before revealed behind-the-scenes information the story of a man who, in his own words, awoke from a sleep to discover his dream had gotten away from him...had grown, taken a life of its own, and had become a nightmare.

That nightmare's name...is ONSLAUGHT.
And it all began one night in Cairo, when a man confronted his destiny...

"ON GUARD, MY SHIELDS UP AND READY, I ENTERED THE BAR. THE ATTACK OUTSIDE HAD BEEN INTENTIONAL. SOMEONE HAD SENSED MY POWER WHEN I STOPPED THE GIRL AND HAD DELIVERED A VERY BLUNT WARNING.

"THE ROOM WAS DARK AND QUIET AND ALMOST EMPTY--YET THERE WAS AN UNMISTAKABLE UNDERCURRENT OF TENSION, AND OF FEAR, AS WELL.

"I FLASH-PROBED EVERYONE IN THE ROOM, BUT NONE POSSESSED ANY REAL PSI TALENT. I KNEW MY ASSAILANT WAS NEARBY--PROBABLY SIZING ME UP.

MENU, M'SIEU?

NON, MERCI.

UN CAFÉ, S'IL-VOUS-PLAIT.

"I DECIDED TO LET MY UNKNOWN FOE MAKE THE NEXT MOVE. IF HE WANTED A MEETING...

...HE COULD COME TO ME.

"I DIDN'T HAVE LONG TO WAIT.

"OUR EYES MET, AND IN THAT INSTANT, THE GAUNTLETS WERE THROWN. WITHOUT A WORD BEING SPOKEN, WE WERE BITTER ENEMIES.

"WE SPOKE MIND-TO-MIND, AND MY SKIN CRAWLED AS I FELT HIS THOUGHTS. IT WAS LIKE SWIMMING IN A SEA OF MAGGOTS.

I AM AMAHL FAROUK. I RULE WHAT YOU TOURISTS LIKE TO CALL THE THIEVES' QUARTER.

WHO ARE YOU, MY FRIEND?

A STRANGER

I BID YOU WELCOME, "STRANGER." I OWN THIS ESTABLISHMENT. SHOULD YOU WISH TO PARTAKE OF ANY OF ITS MANIFOLD... DELIGHTS...YOU HAVE BUT TO ASK.

THANK YOU--NO.

I SENSE WE ARE KINDRED SPIRITS, YOU AND I. JOIN ME, STRANGER. I WILL SHOW YOU PLEASURE--AND POWER--BEYOND YOUR WILDEST IMAGININGS!

YOUR LOSS.

AT WHAT COST TO YOUR VICTIMS, THIEVE-MASTER?!

DOES THE LION CONCERN HIMSELF WITH THE FEELINGS OF HIS PREY?!

HE TAKES WHAT IS HIS BY RIGHT—AS DO I! MANY HAVE TRIED TO STOP ME --ALL HAVE LIVED TO REGRET IT.

YOU AND I ARE MUTANTS--TELEPATHS. TRUE, WE HAVE EXCEPTIONAL ABILITIES, BUT WE ALSO HAVE A RESPONSIBILITY TO USE THOSE ABILITIES FOR THE BENEFIT OF OUR FELLOW MAN.

WE'RE NO KINDRED SPIRITS, AMAHL FAROUK, AND I SWEAR I WILL NOT REST UNTIL YOU'RE BROUGHT TO JUSTICE FOR YOUR CRIMES!

SO BE IT.

I KNEW I WAS RUNNING A FEARFUL RISK, AS MY ASTRAL FORM SLIPPED FREE OF MY BODY I HAD NEVER EVEN MET ANOTHER TELEPATH BEFORE.

NOW, I WAS PREPARING TO FIGHT ONE TO THE DEATH.

"IN MY HEART, THOUGH, I KNEW I HAD NO ALTERNATIVE.

I SENSE FEAR IN YOU, STRANGER

ARE YOU SURE YOU HAVEN'T BITTEN OFF MORE THAN YOU CAN CHEW?

ONLY A FOOL IS WITHOUT FEAR, AMAHL FAROUK

THIS IS LIKE MY FIRST NIGHT PATROL IN KOREA, I WAS SO SCARED I COULDN'T THINK STRAIGHT--AND THE WORST THING ABOUT IT WAS THE SUSPENSE...

...KNOWING THE ENEMY WAS OUT THERE, SOMEWHERE, WONDERING WHEN HE WOULD ATTACK.

AND, INFIDEL, AS THE CHALLENGED PARTY...

...I ALSO CLAIM CHOICE OF WEAPONS.

A FOOL--OR A CORPSE!

"WITH A LAUGH, HE GESTURED...

"...AND REALITY TWISTED INSIDE-OUT AROUND US. THE DARK CONFINES OF FAROUK'S SALOON GIVING WAY TO...

...SOMETHING ELSE.

SINCE I AM THE CHALLENGED PARTY, I TRUST YOU WILL HAVE NO OBJECTIONS TO MY CHOOSING THE SITE OF OUR DUEL.

MOST IMPRESSIVE, IS IT NOT?

IT IS--BUT WHY BOTHER? IS HE REALLY SO POWERFUL THAT HE CAN WASTE PSI-ENERGY ON GLORIFIED SPECIAL EFFECTS?

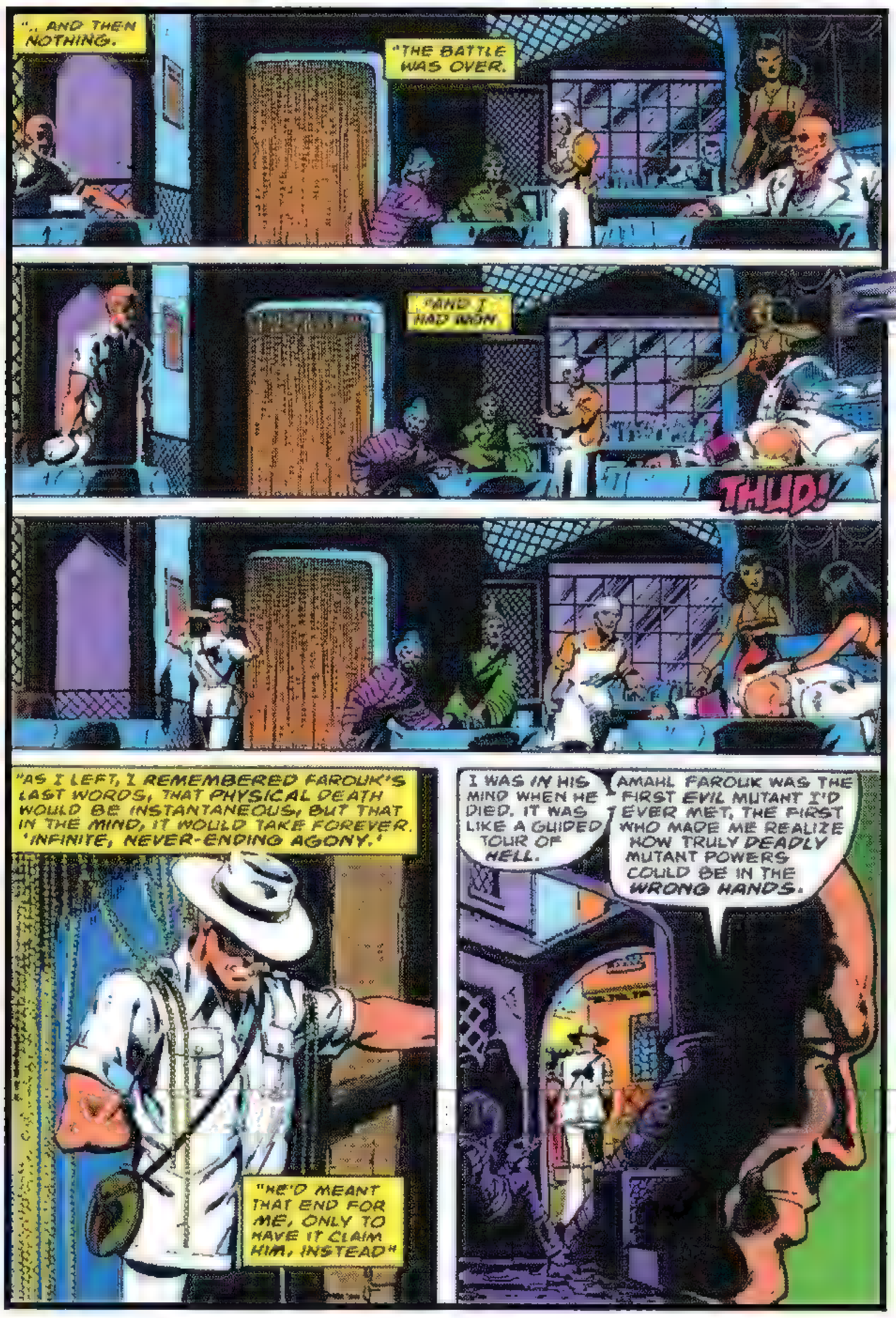
EN GARDE, STRANGER!

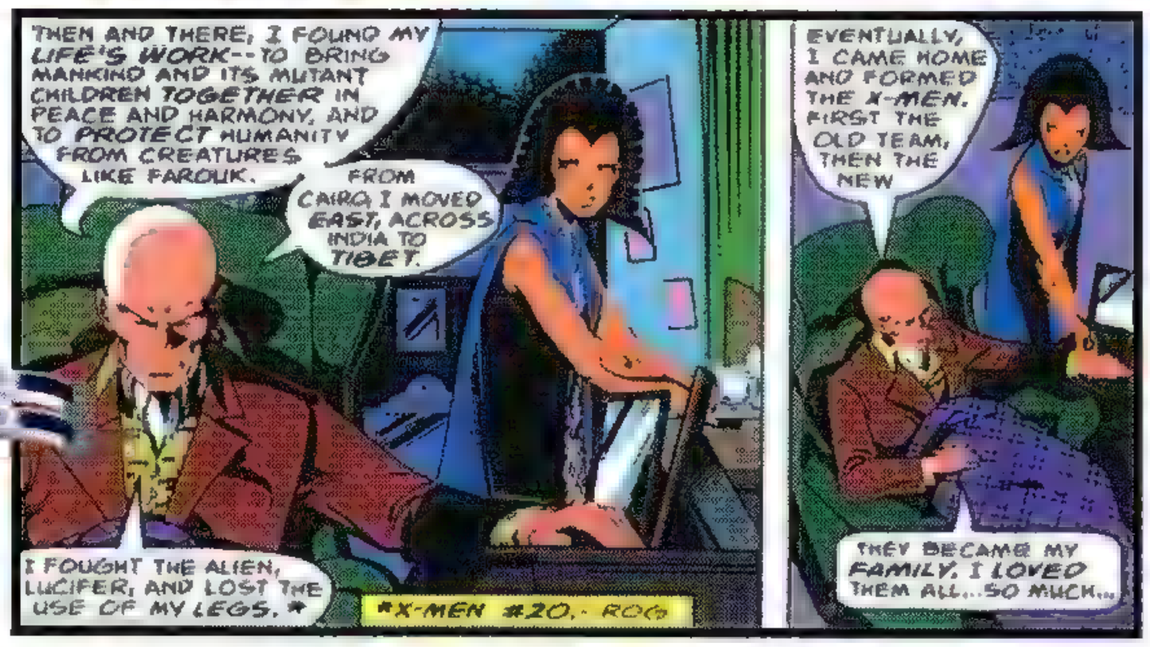
"HIS FIRST STRIKE MISSED...

"...AND IN THE SPLIT-INSTANT IT TOOK HIM TO RECOVER, I HAD MY OWN SET OF PSYCHIC ARMOR AND WEAPONRY.

OUR POWER SEEMS EQUAL, AND I'M PARRYING EVERY THRUST--WHY DO I GET THE FEELING THAT FAROUK IS LAUGHING AT ME...

...THAT I'M PLAYING INTO HIS HANDS?!





Xavier's encounter with Amahl Farouk, the Shadow King, was his first realization that he was not alone. Until that point, he had only theorized the existence of other mutants.

The Shadow King's malevolence had a profound effect on the young Charles. He was confronted by the fact not all mutants shared his view of a better tomorrow for all races. It was at that moment Xavier decided to dedicate himself to insuring not only the safety of mutants from humans...but also to the protection of humans from mutants who would use their powers against them.

He also acknowledged that in order to accomplish this goal, he was going to need help.

Nowhere was the potential for success greater than in the possible alliance between Xavier and Erik Magnus Lehnsherr.

However, life—as it so often does—had other plans.

Long before he met Xavier, Lehnsherr had lost his family to the ravages of a world at war. Having witnessed first hand man's inhumanity to man—and man's capacity to inflict atrocities upon all who are cursed with the appellation of "different"—the young gypsy would one day become a genetic freedom-fighter dedicated to the creed of "Never again."

The world had already created its own monster...the man who would one day become Magneto.

Regardless of their backgrounds, the two men became fast friends when they met in an Israeli hospital.

More alike than different at the time, they realized that they shared a similar dream of a genetically united world.

They would spend hours in deep theoretical conversations over the ways in which to achieve their mutual goal.

Xavier was filled to overflowing with optimism and ambition—he believed in the inherent foundation of good which existed in all men. Lehnsherr believed he knew better. His life experiences had taught him that human nature dictated the total destruction of that which it feared and did not understand.

Both men, however, agreed that any dream worth having was worth fighting for.

What neither friend suspected at the time was that their greatest adversaries to achieving their goal...would ultimately be each other.

HUH ?.

UNFORTUNATELY FOR HIM...

I'M A HARD MAN TO SURPRISE

(YOU SEE THAT ? HE EVEN HEARD ME WAS COMIN' --)

(--AN' HE DIN EVEN TURN HIS HEAD! WHAT IS HE... A MIND READER OR SOMETHIN' ?)

SOMETHING)

(THEN GUESS WHAT I'M THINKIN', CHROMEDOME

(THAT SOT)

I... GIVE YA A HINT.

(IT INCLUDES THE WORD "TRACTION")

(MY FRIEND HAS HIS HANDS RATHER FULL AT THE MOMENT"

PERHAPS YOU'D BETTER DELIVER YOUR MESSAGE TO ME.)

YOU CAN'T SAVE EVERYONE, ERIC

I JUST SAVED YOU

WATCH HIM HE'LL BACK DOWN

HANNON!

THWAMP

AHHH

APPARENTLY, I WAS MISTAKEN.

OOOO

(MY FRIEND LEARNED TO FIGHT IN THE ORIENT)

WHEE

(HE IS A GENT-E-MAN)

WHEE!

SADLY FOR YOU--

THUNCH!

FWAM!

...I AM NOT AS CULTURED)

MWAAGH!!

AND YOU DREAMED OF A WORLD WITHOUT VIOLENCE

ANY DREAM WORTH HAVING, ERIC...

...IS A DREAM WORTH FIGHTING FOR

THEN HAVE AT THEM--

--AND LOOK SHARP!

MYAAR!

FOURTEEN SAILORS LATER

THE FUN'S OVER BEFORE IT TRULY BEGINS. HOW MANY OF THESE BRAWLS HAVE YOU BEEN IN, CHARLES?

COUNTING THIS ONE?

ONE

"...IS A DREAM WORTH FIGHTING FOR."

THEN I'M DOUBLY IMPRESSED YOU'RE A MAN OF CONVICTION THAT IS FOR SURE

WHAT WAS THAT YOU SAID ABOUT ANY DREAM WORTH HAVING...?

HA! FINE AND NOBLE WORDS, MY FRIEND!

SOMEDAY I... CARVE THEM ON YOUR TOMBSTONE...

Unfortunately, differing opinions would end their friendship.

For years, these two former friends found themselves locked in combat with each other.

Xavier's X-Men championed the cause of mutant coexistence, while Magneto and his Acolytes had dedicated their lives to mutant superiority over the genetic majority.

The years of conflict ended in tragedy. In a moment of supreme frustration, Xavier used his telepathic abilities to shut down Magneto's mind.

But rather than end the threat posed by a mutant determined to rule at the expense of an entire world, Xavier's act of desperation actually set in motion a series of events that would do more damage than a hundred Magnetos.

In that moment, an unsuspecting world could not have known...
the Onslaught had begun.

FAKKK!

PAY FOR WHAT? PAY SIMPLY FOR BEING HUMAN? SIMPLY FOR BEING ALIVE?

JEAN, DON'T WASTE YOUR ENERGIES IN SO FUTILE A MANNER!

LET THE OTHERS OCCUPY HIM--

--WE MUST CONCENTRATE, AS WE DISCUSSED--

--ON DEFEATING HIM FROM THE INSIDE, FROM WITHIN HIS MIND.

BUT THEY HAVE NO CHANCE WITHOUT US, PROFESSOR! WE--

THEIR ROLE IS TO PROVIDE THE CHANCE WE NEED, NOT THE OPPOSITE

PSI-LINK WITH MY MIND, JEAN. I CANNOT BREAK THROUGH MAGNUS'S PSYCHIC DEFENSES ALONE. I NEED YOU--

--TO STRIKE AT HIS VERY CORE, WITH THE EXPECTATION THAT, AT THE ROOT OF HIS GOALS AND HIS OBSESSIONS--

--MAGNETO'S LIFE IS BUILT ON A FRAGILE SENSE OF FAILURE--

--THAT DEEP DOWN INSIDE, MAGNUS MUST KNOW THAT HIS WAY IS UTTERLY, UTTERLY WRONG!

BUT PROFESSOR-- THIS IS WRONG! IT GOES AGAINST EVERYTHING YOU EVER TAUGHT ME!

WONDERFUL, JEAN-- WHAT D'YOU SUGGEST? WE SCOLD HIM AN' THAT'S THE END O' THAT?

FSHRAAKK

"NOW, JEAN! GAMBIT'S PROVIDED US WITH THE OPPORTUNITY WE NEEDED!"

"WE'RE IN, CHARLES --INSIDE HIS MIND-- BUT HE'S FIGHTING US--"

"HE'S FIGHTING HIMSELF, JEAN-- FIGHTING HIS PAST-- AND WE CAN USE THAT INNER TURMOIL AGAINST HIM!"

AAAH--!

WHAT--? NO.

OH, CHARLES... HOW FAR YOU'VE FALLEN... HOW VERY FAR.

"MAKE HIM FEEL THE PAIN OF LOSING HIS FAMILY-- HIS LOVED ONES-- AGAIN IN ALL ITS INTENSITY!"

"CHARLES-- I CAN'T DO THIS-- IT'S WRONG, IT'S--!"

"WE HAVE TO, JEAN! AS DISTASTEFUL AS IT IS-- WE HAVE TO!"

YOU SURPRISE ME, CHARLES. I THOUGHT SUCH MANIPULATIONS ABHORRENT TO YOU.

ENOUGH!!

YOU ASK ME, X-MEN, WHY I DO WHAT I DO... AND I ASK IN RETURN, HOW CAN YOU NOT?

FSIK FSIK FSIK

WELL, THEN BUGLET-HEAD, SOUNDS LIKE K.I.L.L.IN' EV'RYBODY WHO DON' AGREE WITH Y' POINT OF VIEW--

--SURE DON' MAKE YOU ANY BETTER THAN THEY WERE, HUH? MAKES YOU--

SILENCE, X-MAN!!

AAAK--!

YOU SEE IT IN MY MIND, XAVIER! HOW CAN YOU ALLOW OUR RACE TO BE SYSTEMATICALLY ERADICATED BY HOMO SAPIENS--

--AS SO MANY INNOCENTS WERE BY THE NAZI BUTCHERS?!

REMY--!!

YOU HURT HIM!

AN' BECAUSE YOU KNOW HE WAS RIGHT, MAGNUS! YOU JUST COULDN'T FACE IT, COULD YA?

SURE THERE'S BEEN A MIGHTY FINE LINE BETWEEN THE ROAD HE WALK AND YOURS--

--BUT THE DIFFERENCE BETWEEN US, SUGAH, IS STILL SIMPLE AS RIGHT AN' WRONG--

AN' GOIN' T' WAR WITH HUMANS--

--KILLIN' 'EM--

--BECAUSE MAYBE THEY FEE- THE SAME WAY ABOUT YOU--

--DON' MAKE IT RIGHT!

AN' THAT'S A BELIEF HE RE WILL N' TA FIGHT-- AN' DIE FOR!

"CHARLES, WHERE--?"

WHATEVER IT TAKES TO DEFEAT YOU, FATHER.. AND END THIS MADNESS

"AT THE GRAVESITE OF DOUG RAMSEY

"THE YOUNG NEW MUTANT WHO D ED WHILE MAGNUS WAS HEADMASTER OF THE SCHOOL"

"IT HURT HIM DEEPLY, CHARLES

"HIS FEELINGS ... HIS GR.EF... WERE GENUINE IS THIS RIGHT? TO BRING THESE MEMORIES OUT? TO USE THEM IN THIS WAY...?"

--WHAT --CHARLES?! WHAT ARE YOU DOING--?

NNNRRRM--!

PIETRO! OUT OF ALL OF THEM-- YOU -- HAVE THE AUDACITY TO CONFRONT ME?!

OH, MY SON, MY SON... HOW SHARPER THAN A SERPENT'S TOOTH IS YOUR BETRAYAL!

TIME AND TIME AGAIN, UPON LEARNING YOU AND YOUR SISTER WANDA, THE SCARLET WITCH, WERE MY CHILDREN-- THE CHILDREN OF MY BELOVED LOST MAGDA--

--YOU HAVE BEEN OFFERED THE OPPORTUNITY TO STAND BY MY S.DE-- AS WAS YOUR RIGHT-- AS WOULD HAVE BEEN MY JOY.

AND WHAT A WONDERFUL FATHER YOU WOULD'VE MADE, MAGNUS--

--FORCING YOUR CHILDREN TO SIT SUBSERVIENT TO YOUR WHIMS... UNABLE TO EVEN THINK FOR THEMSELVES--

--AS YOU LOCKED ONTO THE IRON IN THEIR BLOODSTREAMS AND MOLDED THEIR VERY THOUGHTS!

WE MISSED OUT ON SO MUCH, BY LOSING YOUR PARENTAL GUIDANCE, DIDN'T WE?

NO, FATHER, YOU DO NOT!

"PROFESSOR... THIS MEMORY... IT DIDN'T HAPPEN THIS WAY--"

"WHEN MAGNUS'S WIFE, MAGDA, LEFT HIM SHE WAS PREGNANT WITH WANDA AND PIETRO--

"--AND IT WAS THE FIRST TIME HE HAD USED HIS POWERS IN FRONT OF HER.

"HE WASN'T MAGNETO THEN-- SIMPLY ERIK MAGNUS LEHNSHERR..."

"CHARLES, IF HIS MEMORIES ARE TWISTING-- FRACTURING--

"--HIS CURRENT LIFE IMPOSING ITSELF ON HIS PAST, THEN THAT MEANS--"

WHAT?

"IT MEANS, JEAN, THAT WE ARE FORCING HIM TO QUESTION HIS OWN JUDGMENT, AT LAST!"

VERY DEVIOUS, CHARLES. BUT IN THE FACE OF YOUR SUBVERSION-- YOUR BEFOULING OF MY MIND... I STAND -- RESOLUTE.

LOOK AT ME! LOOK AT WHAT I HAVE BECOME BECAUSE OF YOU!

UNABLE TO LOVE FREELY, UNABLE TO TRUST WILLINGLY-- AFRAID TO TRULY LIVE A LIFE WITH MY WIFE-- MY DAUGHTER!

I AM TIRED OF RUNNING AWAY FROM MY PROBLEMS!

I AM TIRED OF RUNNING AWAY FROM YOU!

KRAKK!

PERHAPS I DID WRONG BY YOU AND YOUR SISTER, PIETRO...

...BUT I LOVED YOUR MOTHER MORE THAN LIFE ITSELF.

AND I DO NOT NEED YOU TO BLAME ME FOR THINGS I DO FREELY BLAME MYSELF!

AND I CANNOT ALLOW YOU TO DO THAT, PIETRO!

THERE IS TOO MUCH AT STAKE FOR OUR PEOPLE, TO ALLOW THE SON OF THE OVERLORD TO REJECT HIS PATH!

I CANNOT HAVE MY ONLY SON LEAVE THE PARADISE I HOPE TO CREATE HERE--

--TO SEE HIM TRY AND COMPROMISE MY EFFORTS ON EARTH BELOW US!

I CANNOT ALLOW YOU TO BETRAY ME, PIETRO--TO BECOME MY JUDAS--

BUT CONSIDER THIS: YOU HAVE DONE EQUALLY WRONG BY ME AS WELL, MY SON!

BY REJECTING MY OFFER, YOU REJECT MY HOPES, MY DREAMS--

--MY CHANCE TO PASS ALONG AN INHERITANCE OF MUTANT FREEDOM ON TO YOU AND MY DESCENDANTS!

--AND SO, AS PAINFUL AS IT IS FOR ME, YOU MUST BE SACRIFICED FOR THE GOOD OF OF OUR PEOPLE--

SORRY, MAGGIE--

--MY SON MUST BE SLAIN!

--THAT JUST AIN'T GONNA HAPPEN!

WOLVERINE--?! NO!

"JEAN, YOU MUST SEIZE ON THIS! IT IS THE KEY!--

"--MAGNUS'S FEELING THAT HIS 'CHILDREN' ALWAYS BETRAY HIM, ALWAYS FAIL HIM...

"FROM PIETRO AND WANDA DOWN TO FABIAN CORTEZ, WHO GATHERED THE ACOLYTES OF MAGNETO--

"--ONLY TO USE THEM IN HIS GRANDER SCHEME TO BETRAY MAGNETO AND KILL HIM!"

HESITATIN' AGAIN, MAGS?

BIG MISTAKE!

'CAUSE HERE'S WHERE I SHOW YOU HOW WELL I LEARNED OUR LITTLE DANCE!

SHREK

ahh

OH, LOGAN, LOGAN, LOGAN

YOU HAVE--DONE THIS--?

LOGAN --NO!

THE GAME'S OVER, BUB. ANY MAN WHO'D TRY AN' KILL HIS OWN SON DESERVES NO LESS.

DON'T LOOK SO SURPRISED AFTER ALL, AIN'T IT WHAT YOU WOULDA DONE?

JEAN--YOU'VE REVERSED THE MIND-PROBE?!

I NEED YOU, JEAN--MY CONTROL OVER THIS ARMOR IS TAXING ME GREATLY!

NOW--WHILE HE IS GRAVELY INJURED--

--IS OUR BEST HOPE OF PIERCING THE FINAL BARRIERS IN MAGNETO'S MIND!

PROFESSOR! WHAT'S HAPPENED TO YOU? LOOK AT HIM! HE'S BLEEDING--BADLY

HE'S SURVIVED WORSE

IT'S IN OUR POWER TO PUT A PEACEFUL END TO THIS RIGHT NOW!

WHAT MATTERS MOST ARE THE CHOICES WE MAKE ON HOW THAT POWER IS USED AND MAGNUS HAS MADE HIS CHOICE ABUNDANTLY CLEAR. ASK THE MEN ON THE LENINGRAD THE PEOPLE WHO DIED TODAY ASK THEM ALL

POWER IS NOTHING, JEAN YOU HAVE IT I HAVE IT

A PEACEFUL SOLUTION HAS LOST TOUS LONG, LONG AGO WE MUST ENTER HIS MIND AGAIN--QUICKLY, BEFORE--

NO MORE, LOGAN. FOOLISH, FOOLISH MAN.

IT ENDS FOR US BOTH NOW

OUR LONG ASSOCIATION, MY MOST GENEROUS ENEMY, MY MOST RESPECTED FOE--

--IS OVER!

MAGNETIC FIRE COURSES THROUGH WOLVERINE'S BODY--

AND IT BEGINS WITH A SMALL TUG--

--AN ALMOST GENTLE PULL--

--A HARDER YANK--

WHAT TH--?!

SPLUCH!

--THEN A WRENCHING TEAR--

FLICHT!

LOGAN--? OH, LORD--LOGAN!

NO! MAGNUS--FOR THE LOVE OF GOD--DON'T DO THIS--

"NOW, PLAY THE INSOLENT; NOW, PLUNDER THE GODS' PRIVILEGES AND GIVE THEM TO CREATURES OF A DAY.

"WHAT DROP OF YOUR SUFFERINGS CAN MORTALS SPARE YOU?"

WE ARE ALL BUT BIT PLAYERS IN A TRAGEDY FAR LARGER THAN ANY OF US--

--A TRAGEDY CALLED LIFE, LOGAN.

BUT TODAY, FOR YOU, PERHAPS FOR ME--

--THE CURTAIN FALLS...

--AND THE PLAY IS FINISHED!

SHREKKTTHH!

WOLVERINE DOESN'T SCREAM INDEED, HE DOESN'T EVEN HAVE TIME, AS THE ADAMANTIUM WHICH LONG AGO WAS BONDED TO HIS VERY BONES--

--IS DESTABILIZED ON A MOLECULAR LEVEL, RIPPED FROM ITS MOORINGS AND FORCED THROUGH HIS OPEN WOUNDS--

--ERUPTING OUTWARD LIKE WATER BURSTING THROUGH A DAM!

AS HE FALLS THE [illegible] THE KILLING GROUND--

--BROKEN ONLY BY THE LOSS OF ONE PERSON WHO HAS, SINCE THE DAY SHE FIRST MET HIM, AND PERHAPS ALWAYS WILL--

--LOVE HIM.

LOGAN!!
OH, LORD— IS HE—?!
--HE'S STILL BREATHIN'--?!
STUBBORN TO THE LAST, EH--?
HACK
WHAT OF YOU, CHARLES--
HAUGH
MINE IS THE DENOUEMENT, OLD FRIEND.
--WHAT OF YOUR PART IN THIS FOOL'S FOLLY?
HOFF
HOFF
I HAVE HIDDEN BEHIND OUR PHILOSOPHICAL DIFFERENCES FOR TOO LONG, ALWAYS WILLING TO FORGIVE YOU FOR YOUR TRANSGRESSIONS
I CAN NO LONGER DO THAT-- YOU HAVE SHOWN AN INABILITY TO CHANGE YOUR WAYS, AND I, AN UNWILLINGNESS TO MAKE THE HARD DECISIONS!
MAYBE, IN OUR OWN WAYS, WE ARE BOTH FAILURES, MAGNUS!
YOU, FOR FAILING TO RISE ABOVE THE HORRORS PERPETRATED ON YOU IN YOUR PAST--
--AND AS FOR ME MAYBE I HAVE FAILED AS WELL. DENYING THE NEED TO STOP SUCH HORRORS --NO MATTER WHAT THE COST!
DOUG RAMSEY
CHARLES, LOGAN IS STILL ALIVE --JUST BARELY--
--I'M TELEKINETICALLY KEEPING HIS BODY TOGETHER--
--AND TELEPATHICALLY PREVENTING HIS MIND FROM UNDERSTANDING HOW MUCH DAMAGE WAS DONE TO HIM--
--BUT WE HAVE TO LEAVE NOW!
HEAR THAT, CHARLES?
A LIFE NEEDS SAVING. SUCH HAS ALWAYS BEEN YOUR BAILIWICK, YOUR CLARION CALL
BILLIONS OF LIVES NEED SAVING, MAGNUS.
WE CAME HERE TODAY TO SACRIFICE OUR OWN, SO THAT THOSE LIVES MAY BE SAVED FROM YOUR MISGUIDED WRATH!
BY WHAT RIGHT DO YOU MAKE SUCH DECISIONS, CHARLES? BY WHAT RIGHT DO THE CHOICES YOU MAKE FOR THE LIVES OF HOMO SAPIENS AND SUPERIOR ALIKE...
...MAKE YOU ANY LESS MISGUIDED THAN I?
IT ALL BOILS DOWN, FINALLY, NO MATTER HOW ALIKE WE ARE, TO THE FUNDAMENTAL DIFFERENCE IN OUR VIEWS, MAGNUS!
MINE IS A DREAM TO LIVE IN HARMONY WITH THOSE WHO FEAR AND DESPISE US-- TO MAKE THEM SEE THE ERROR OF THEIR WAYS--
--NO MATTER THE HARDSHIPS WE MUST ENDURE, THE SACRIFICES WE MUST MAKE, TO ACHIEVE THAT GOAL--
--AND YOURS, QUITE SIMPLY, DEMANDS THAT WE RULE OVER THOSE WHO WOULD OPPOSE US... NO MATTER THE COST IN SUFFERING AND DEGRADATION!
THE DIFFERENCE BETWEEN US IS THAT OF LIGHT AND DARK, LOVE AND HATE--
--LIFE AND DEATH!!
NO MORE, MAGNUS--
NO MORE!!
LOGAN SHALL BE THE LAST! NO ONE ELSE WILL EVER SUFFER!
ANHHH...
CHAR--LES...
YOU CAUSED THE DEATHS OF HUNDREDS TODAY, MAGNUS--DEATHS I COULD HAVE PREVENTED HAD I STOPPED YOU YEARS AGO!
YOU HAVE KILLED TOO MANY, MAGNUS--
--AND I HAVE HAD ENOUGH!!
I WILL MAKE SURE--HERE AND NOW-- ONCE AND FOR ALL--THAT YOU NEVER KILL AGAIN!!
...I NEVER THOUGHT...
...YOU WOULD...
THWUMP!
NO!!
MAGNUS--?!!
PROFESSOR-- WHAT DID YOU DO TO HIM?
I TOOK AWAY HIS GREATEST WEAPONS... HIS HATRED...
...HIS EGO, HIS NIGHTMARES... I TOOK THEM ALL...
...I TOOK HIS MIND AWAY FROM HIM... GOD Forgive me...
JEAN! HE'S BARELY BREATHIN'!!

There was a reason why Xavier had never dared to violate the sanctity of Magneto's mind.

All the anger and frustration, the shattered lives and broken dreams, the abandoned hope and forgotten promises of a better world...all those emotions which Magneto had carried in his mind...they all had to go somewhere once they were stripped from the vessel that was Erik Lehnsherr.

To the ultimate regret of every living being on Earth, the place where a lifetime of rage came to reside was in the heart and soul of Professor Charles Xavier himself.

Though he was unaware of it at the time, the emotional maelstrom was festering, fermenting...growing deep within the center of the most powerful mutant mind on the face of the planet.

During his waking hours, Xavier was capable of keeping his inner demons at bay. But at night, he would find himself plagued by the images of his former friend.

Slowly, the influence of Magneto took hold of Xavier's unconscious mind—freeing an inner voice of passion which seemed to run contrary to the colder, sharper inflections inherent in the Professor's usual mental timbre.

HAD YOU ASKED ME *LAST* WEEK, I WOULD HAVE INSISTED WE WERE AS *DIFFERENT* AS *NIGHT* AND *DAY*.

THAT WAS *BEFORE*...?

BEFORE I *TURNED OFF* HIS *MIND*. YES.

BEFORE I REACHED INTO HIS SOUL AND *SHUT DOWN* NOT ONLY HIS POWER...

... BUT EVERY *THOUGHT, HOPE* AND *DREAM* HE'D EVER POSSESSED.

HE *SAVED* MY LIFE. AND IN *RETURN*--

-- I *DENIED* HIM HIS.

SO THAT MAKES YOU ONE AND THE SAME?

AREN'T YOU *FORGETTING* THE MATTER OF THE BILLION ODD LIVES HE PLACED IN JEOPARDY--

--BY WARPING THE EARTH'S ENTIRE ELECTRO-MAGNETIC FIELD?

THE *THOUSANDS* OF LIVES *LOST*?

WHAT HE DID TO LOGAN?

THE PAIN YOU'RE FEELING NOW IS OVER A DECISION HE TOOK OUT OF YOUR HANDS.

DO YOU HONESTLY BELIEVE--

--IF THE SITUATION WERE REVERSED--

-- HE WOULD SPEND EVEN AN INSTANT WORRYING OVER YOUR FATE?

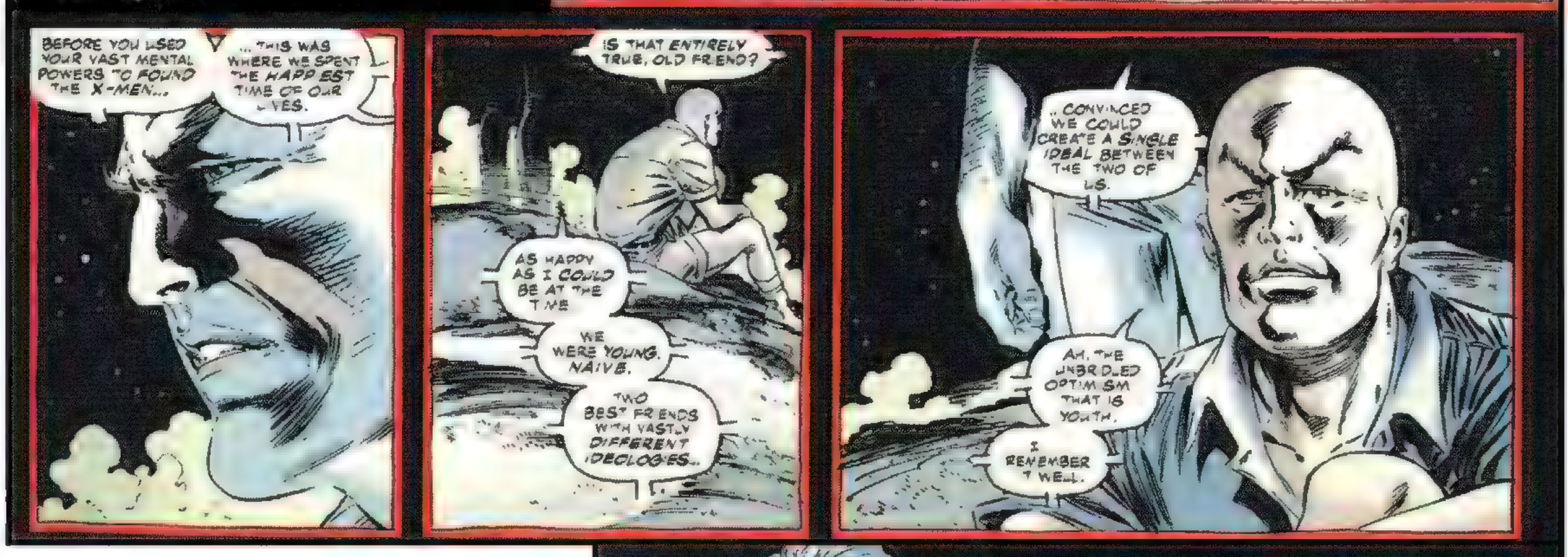
YOU'RE SAYING, THEN... MY GUILT...

...IS ALL THAT *SEPARATES* US?

IT IS ONLY ONE OF THE THINGS THAT SEPARATES US, CHARLES.

BUT IT IS CERTAINLY A GOOD PLACE TO START.

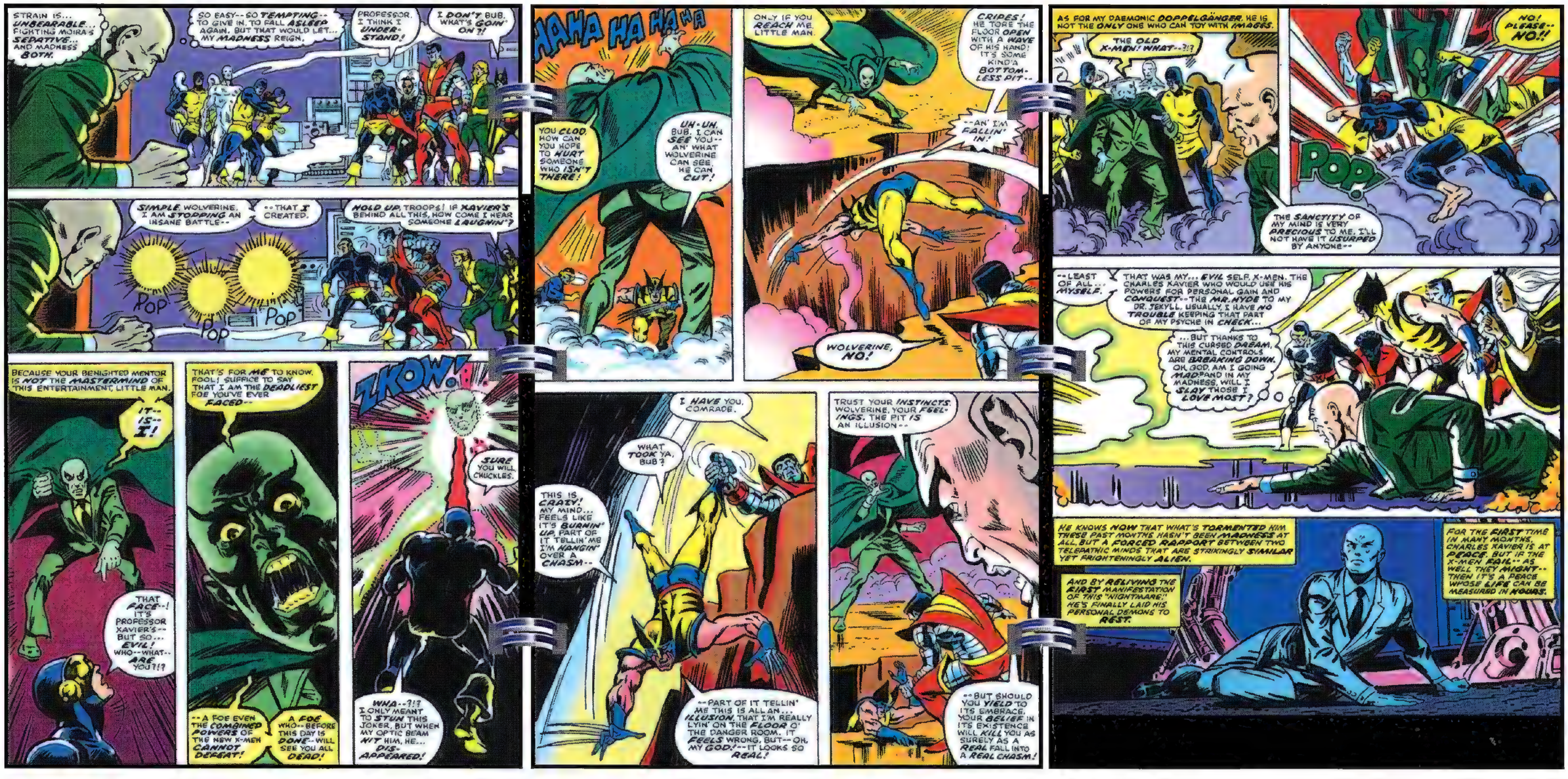
Over time, the line between Magneto and Xavier's way of thinking would grow progressively thinner—while the threat that was Onslaught grew ominously stronger.



Was this simply a dream... or was it, perhaps, the influence of another's presence within the recesses of Xavier's mind?

Xavier was neither so naive nor presumptuous as to believe he was without his own mental conflicts which needed to be addressed.

Years ago, in one of his earliest encounters with Lilandra of the alien Shi'ar race, it was made clear to him through his own actions that it was not enough to merely suppress his anger and frustration. He needed to face his own fears head-on, lest they consume him.



That was years ago. This time, of course, was different. This time...he was not alone.

Up until now, balance had always kept Xavier centered.

He had long ago forsaken any hope for a family; such was his dedication to the task at hand.

The Professor did, however, partially fulfill his need through the "birth" of his X-Men...a family in their own right.

Xavier had lost the use of his legs, yet his mutant ability allowed him to travel the world—to soar to heights uncharted and to dive deep into the minds of his fellow man. Although he was a man who could not walk, there was no place he could not go.

Let other people be stymied by the way the world is, Xavier had always been able to see the world for what it could be...until now.

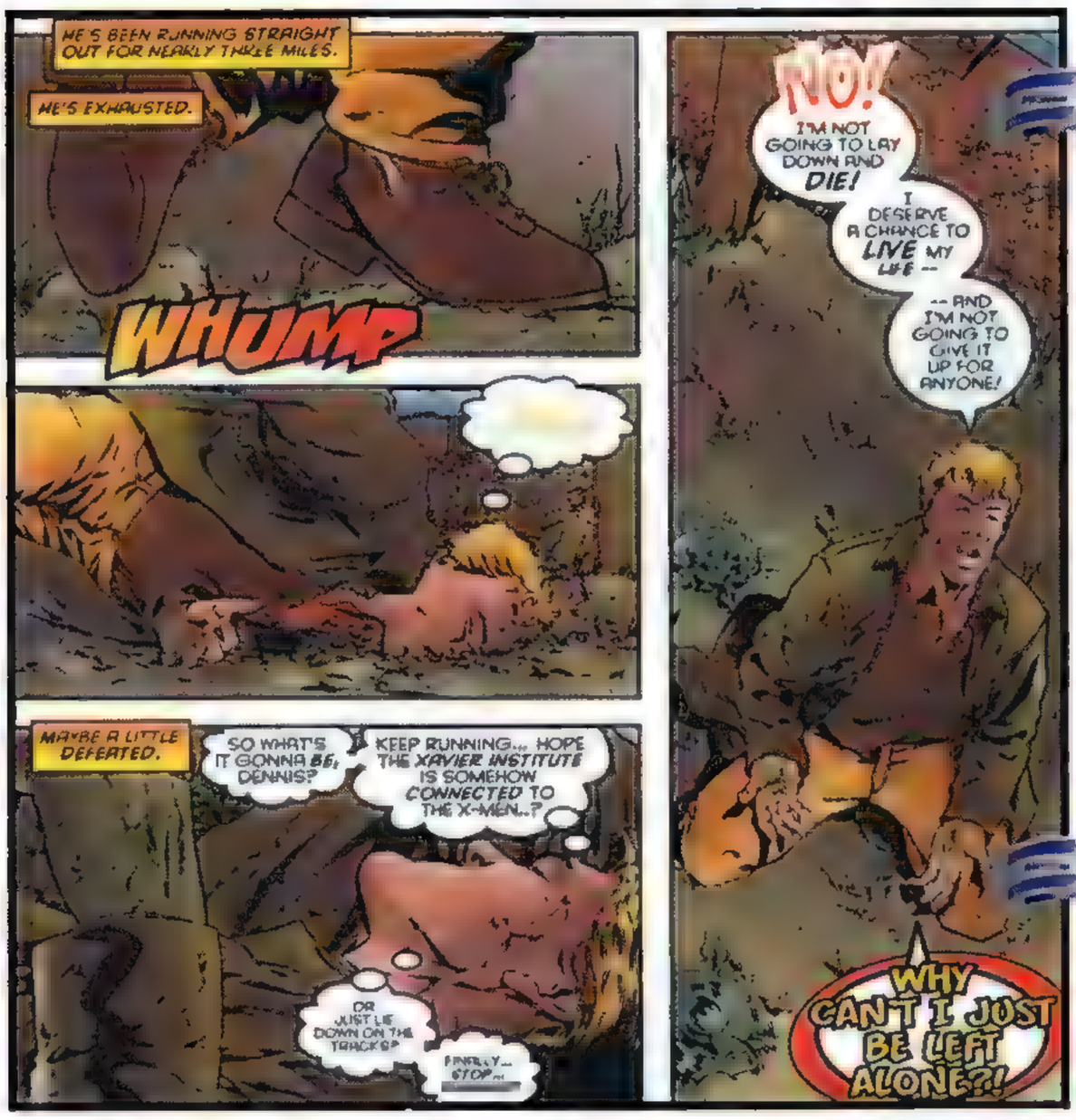
The very strength of Xavier's faith lies in his conviction to question that faith. In the past, the answers to those questions added further to the infrastructure of a dream.

That changed with the introduction of the essence of Magneto into the mind of Professor X.

Every failure seemed a tragedy. Every setback became an irreparable disaster. Every doubt seemed an admission of defeat.

Though he reached out to the students who had become his comrades—to the charges who had become his friends—there was more lurking within his heart and mind than even Xavier could know.

Even more of a turning point for Xavier than the advent of the Legacy Virus, or the acceptance that Sabretooth was indeed beyond redemption, was the death of the young mutant named Dennis Hogan.



ELSEWHERE

GO ON, HIT IT, PROFESSOR!

WATCH OUT! IT'S CLAWS.

DON'T LET IT TOUCH YOU!

ANYTHING YET, PROFESSOR?

STILL CAN'T PINPOINT THIS PSYCHIC INTERLOPER...

I KNOW HE'S DOWN BELOW... SOMEWHERE!

I CAN FEEL HIS PAIN!

I WILL NOT LET HIM DIE... NOW.

KRACK

<WOUNSH>

CHARLES?

<WOUNSH>

CHARLES IS NOW BEYOND MORTAL REACH.

HE HAS GONE WHERE HE ALWAYS GOES.

WHERE HE IS NEEDED

BY THE GODDESS, HIS MIND, HAS LEFT HIS BODY!

DESPITE THE PAIN HE MUST BE FEELING AS HE TRIES TO REACH OUT TO THE TORMENTED MUTANT RESPONSIBLE FOR THIS EXPERIENCE...

CHARLES IS NOW SWIMMING IN...

-- THE PSYCHIC CONNECTION IS MADE.

-- MILES AWAY --

XAVIER FEELS EVERY BLOW AS

HE CAN HEAR THE SPITS AND CURSES...

CAN BARELY MAKE OUT THE HATE-TWISTED FACES BENEATH A VEIL OF BLOOD.

THE SOUNDS OF PAIN ARE LOUDER THAN THE THUNDER.

HE CAN SEE LIFE BLEEDING FREELY FROM THE OPEN WOUNDS --

-- MIXING WITH THE MUD AT THEIR FEET.

WHEN THE FINAL BLOW COMES --

-- IT IS NOT THE HARD WOOD UPON WHICH HE FALLS.

ONLY ENDURANCE... IN THE END

THERE IS NOTHING.

NOOOOO!

I CAN'T BE ALONE -- I CAN'T!

WHEN THE FINAL BLOW COMES --

HEY LOOK, IT'S BLEEDING...

...ALMOST LIKE A REAL HUMAN.

NOT ANY MORE IT'S NOT.

GUYS... I THINK WE KILLED IT.

I'VE TRACKED THE PSYCHIC'S ASTRAL FORM HERE, WORTHIN.

HE MUSTA BEEN HERE DURING THE ATTACK, UNABLE TO DO ANYTHING!

MUSTA BROKE CHARLES'S HEART!

MORE THAN YOU KNOW, LEHRON --

-- MORE THAN I CAN SAY.

DAMNIT!

EVEN WERE HE AT HALF HIS POWERS AT THEIR PRIME --

-- HE WOULD HAVE BEEN TOO LATE TO STOP THEM.

Y-YOU THINK WE'LL GET INTO TROUBLE FOR THIS?

TROUBLE?

FOR KILLING A MUTANT?

NTER

WE'LL PROBABLY GET A MEDAL!

VRRRMM

REST EASY, SON.

REST EASY.

PROFESSOR, IS THE BOY --

DRINK THIS, BISHOP.

KILLED BY FEAR BY HATE KILLED BY ME -- I WHO THINK HUMAN LIFE IS CHEAP IF IT HAPPENS TO LOOK DIFFERENT

FOR ONCE YOU'RE NOT BY A MILE OR SO WEST IN CHICAGO. THIS TIME I'M A BETTER MUTANT.

Dennis Hogan, feared and hated for the monstrous appearance he took due to his mutant condition, had traveled halfway across America in a desperate bid for help—help from the legendary X-Men.

Help which, sadly, never came.

Intellectually, Xavier understood he and his former students were only "human"—that it was impossible to save everyone.

Emotionally, however, he was devastated. He believed this young man's blood was on his hands. As difficult as the current situation was, it is possible Xavier would still have been able to control the psionic creature that was incubating within him...if not for...

...the coming of the X-Man...

It was about this time that young Nate Grey fell to Earth; a refugee from another reality—where the Genetic Warlord known as Apocalypse had ultimately destroyed the very world he had sought to rule—Nate was a mutant of seemingly unchartable potential.

In studying the creature that is Onslaught one must ask why he made his presence known?

And, of course, there is an answer to be found.

During a battle that should never have come to pass between Xavier and Nate, X-Man did the heretofore impossible and yanked Xavier's essence out of the psionic plane and into our everyday reality.

What he also did—though no one could have known it at the time—was provide the creature named Onslaught a physical body and the opportunity to enter our world...

The evil that had been growing within Charles Xavier was now free.

RIGHT AND YOU JUST HAVE MY "BEST INTERESTS" AT HEART, DON'T YOU?

I'LL BET YOU WANT ME TO JOIN "YOUR SIDE" FIGHT YOUR FIGHTS WITH YOU. HELP MAKE THE WORLD SAFER FOR "OUR KIND"

NO! I'VE HEARD IT ALL BEFORE.

AND I'M NOT BUYING IT FROM YOU, ANY MORE THAN I DID FROM APOCALYPSE!

APOCALYPSE?

SPA BROW

WHERE ARE YOU?

THERE'S NOWHERE TO HIDE, XAVIER! I'LL TEAR DOWN THE WHOLE FREAKIN' TOWN IF I HAVE TO!

FACE ME!

CHAKOOM

YOU WANT TO MIX IT UP? FINE! COME ON!

SUCH RAW, INTENSE POWER AND EMOTIONS-- NEARLY OVERWHELMING--

THE BOY IS CLEARLY FRIGHTENED... AND *ANGRY*.

HIS BODY CAN'T TAKE THE STRAIN HE'S IMPOSING! I'VE GOT TO BRING THIS DOWN NOW--

--AND THE BEST WAY TO DO THAT IS TO LOWER MY SHIELDS AND LET HIM BELIEVE...

SPA BROW

TH-THAT'S IT? HE'S YEARN, HE'S GONE NO TRACE OF HIM... MUST BE... MUST BE GARD...!

GOTTA GET OUTTA HERE BEFORE I COLLAPSE...

IF ONLY MY HEAD... WOULD STOP... SCREAMING..!

XAVIER! ARE YOU ALL RIGHT?

PHYSICALLY, YES. MENTALLY-- I DON'T KNOW.

I FOUND THE BOY BUT HE *ALSO* FOUND ME. I WAS DRAWN INTO CONFLICT WITH HIM. THE ONLY WAY TO END IT WAS TO LET HIM THINK HE HAD FINISHED ME.

THIS CONTACT WAS A *DISASTER!* HE MAY COMPLETELY DISTRUST ME *AND* MY X-MEN NOW.

HE'S MORE DANGEROUS THAN EVER, TO HIMSELF AND EVERYONE ELSE AROUND HIM. FOR HIS OWN SAKE -- FOR THE SAKE OF THE WORLD -- WE *MUST* FIND HIM AGAIN!

Onslaught began covertly testing the Professor's former students through the use of powerful henchmen, like POST.

Who is Onslaught?

Onslaught is an entity initially created in X-Men #25 when Professor Xavier "mind-wiped" his one-time best friend Magneto.

Over a period of several months (exacerbated by the spreading of the Legacy Virus, his "failure" with Sabretooth, and the death of the young mutant in X-MEN PRIME), Xavier's kinder and gentler personality started to give way to the onslaught of Magneto's megalomania.

NOTE: In its earliest manifestations, ONSLAUGHT manifested himself in terms of pure rage...as witnessed by his first open assault on Juggernaut in UNCANNY X-MEN #322.

He has since matured and developed with each manifestation.

Xavier's Goals + Magneto's Methods = ONSLAUGHT

Kind and gentle man believes in a world of peaceful coexistence.

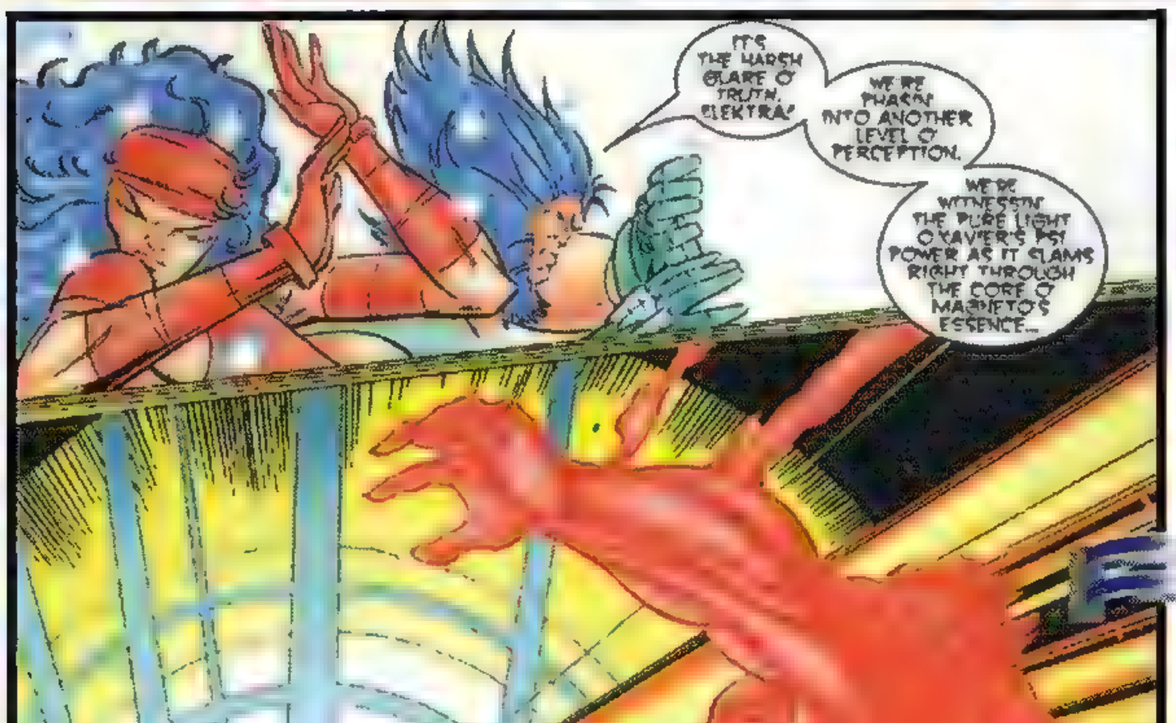
Emotionally scarred megalomaniac believes it is up to him to rule/save everyone... by any means necessary.

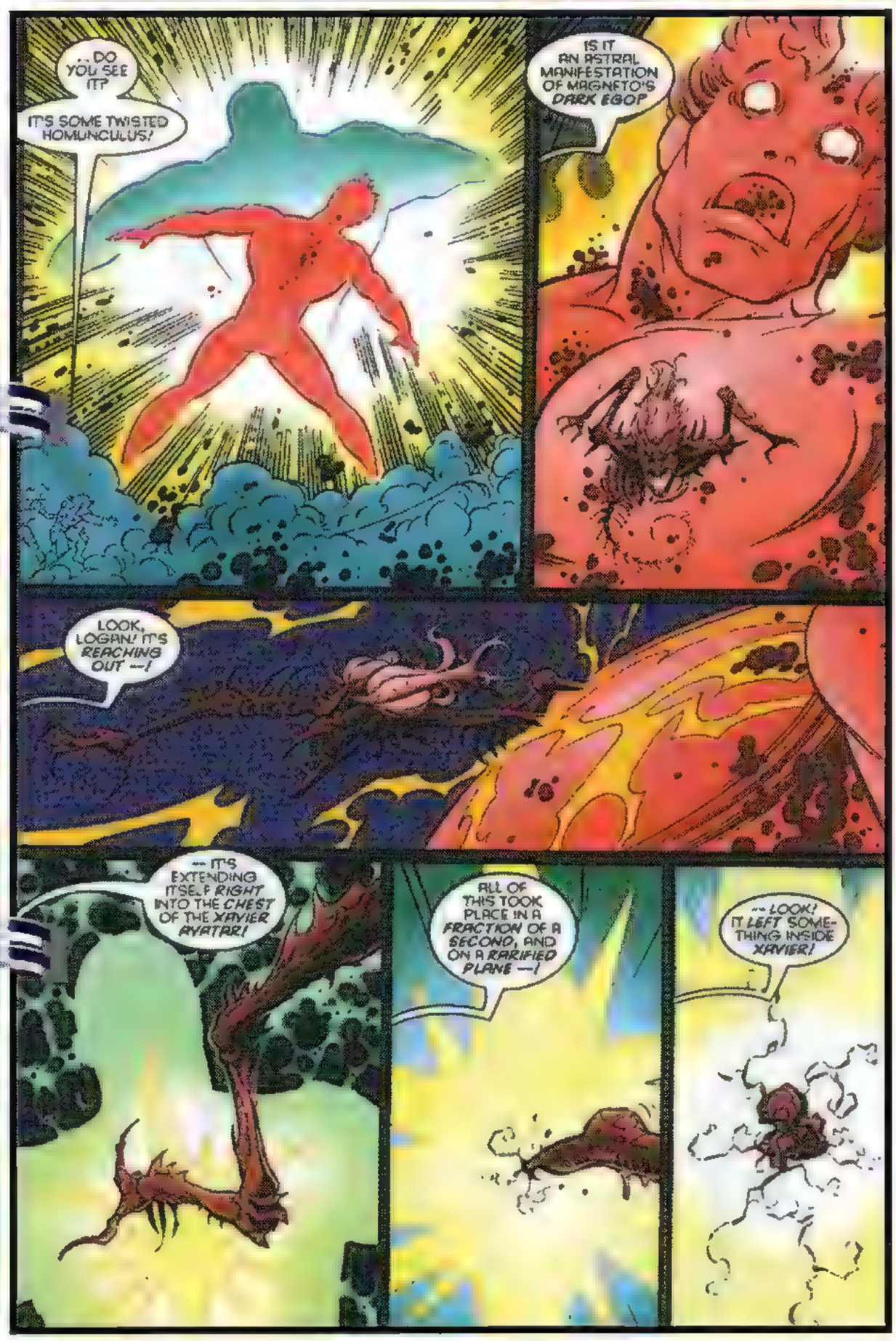
All-powerful omnipath determined to rule/save the world... by any means necessary.

The Xavier Protocols. The files were created by Professor Xavier for the sole purpose of releasing pertinent information to key personnel regarding the destruction of any mutant, including himself, who had become a catastrophic threat.

It is disturbing to think that the man who by day was responsible for their training...often their very lives, was also the man who had charted their weaknesses, inventoried their faults and recorded their Achilles heels.

As painful as this must have been for Xavier, he knew through his own experiences that within each of us is the capacity to do great things...as well as great harm.





CHARLIE!

HE PLANTED SOMETHING INSIDE YOU!

POW

XAVIER'S

What Is Onslaught's Goal?

A hypertrophic version of XAVIER's dream of peaceful co-existence between all races, ONSLAUGHT (arguably the world's most powerful telepath) intends to create a world free of independent thought by bonding all of humanity* into a single Collective Intelligence!

While there might be people who would argue that humanity has been given a fair chance to get its act together, the threat of ONSLAUGHT goes much MUCH deeper than the profound loss of mental freedom.

There is a reason why XAVIER never took the easy way out by using his mind to help create a Collective Intelligence. That is because...

*ie. humans & mutants

...it's not possible.

That is, the human mind is a fragile and complicated thing...it is not capable of joining into a Collective Intelligence! If all minds on the planet were psionically joined together by a single intelligence, each human mind would be completely overwhelmed by this psionic onslaught. (It would be the equivalent of throwing a twig into a river! It would be like all the organic material that is in an orange trying to squeeze itself into the skin of a grape...again, it is not possible. The human mind doesn't work that way.)

While XAVIER long ago acknowledged the impossibility of it all (not to mention the undesirability and all the moral ramifications if it were possible), ONSLAUGHT is megalomaniacal enough to believe HE (with the proper precautions) is capable of uniting all human minds into a Collective Intelligence. He believes his will is strong enough to sort of hold everyone in the cradle of his mind.

But he is wrong.

And that's what makes him the most dangerous threat the world has ever faced.

Unlike other previous super-villain's motivations (like MAGNETO's goal of world dominion of mutants over humans, or SINISTER's humanity-be-dammed-in-the-name-of-science, or APOCALYPSE's survival-of-the-fittest), if ONSLAUGHT succeeds, it means the END OF EVERYTHING.

What Is Onslaught's Goal?

A hypertrophic version of XAVIER's dream of peace[illegible] existence between all races, ONSLAUGHT[illegible] world's most powerful[illegible] free of[illegible]

That is, if all humanity is linked into a Collective Intelligence, despite ONSLAUGHT's best efforts and megalomaniacal claims to the contrary, there will NOT BE a sort of XAVIERian Utopia. Just the opposite. There will be no thought whatsoever. Every human AND mutant mind on the entire planet will be overwhelmed by this psionic onslaught.

There will be no winners...

...no survivors...

...no chance for the classical "small band of freedom fighters to overthrow a tyrannical despot".

There will be no smoking battlefield where an APOCALYPSE or a DR. DOOM or a SINISTER or a MAGNETO might stake a claim of leadership over a world in turmoil.

No, if ONSLAUGHT succeeds in his stated arrogant-yet-somehow-benevolent goal of creating a Collective Intelligence...it will ultimately mean not only the end of independent thought...but the end of ALL THOUGHT whatsoever, as well as the potential for ANY thought at all.

(*This fact is not lost on even the most self-assured super-villains of the world...more on that later.*)

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f it

[illegible] SINISTER's [illegible] of world dominion of mutants over humans, [illegible] villain's motivations (like science, or APOCALYPSE's survival-of-the-fittest), if ONSLAUGHT succeeds, it means the END OF EVERYTHING.

How Does Onslaught Intend To Accomplish His Stated Goal of Creating A Collective Intelligence?

1] "Recruit" and ultimately unite two of the most powerful mutant minds on the planet. The easily manipulated child, FRANKLIN RICHARDS...and the pure, primal, untrained psionic energy that rages nearly unchecked through the mind of NATE GREY, X-MAN.

2] Make his intentions known to the planet earth. That is, "Very shortly, I will be in charge of all your thinking. Do not fear me, for I will be a kind and gentle shepherd to a frightened and confused flock." Why be so blatant about it?

Shrewd manipulator that he is, ONSLAUGHT realizes that if he lets the world know he is out there--like a shark circling in the water--that it will increase feelings of anxiety and paranoia and fear and hopelessness...all these emotions and the resultant mass hysteria will [a] help raise the level of psionic activity to a fevered pitch and allow him more energy to wield, and [b] it will have the added benefit of preparing the weaker minds to be assimilated--this is the psionic equivalent of swabbing alcohol on the skin prior to the injection.

3] Release an army of Sentinels upon the streets of Manhattan. Why--to bully the masses? So that SENTINELS are on hand to pull the heroes off of ONSLAUGHT's back during the final moments?

While ONSLAUGHT would be happy to have you believe he simply wants to use SENTINELS to contain the frightened masses...his motivation is much more devious.

Similarly, in his progressively aggressive state, ONSLAUGHT doesn't believe he has anything to fear from the insignificant "heroes" of the world.

No, like EVERYTHING he does, ONSLAUGHT has a more devious plan in mind. (After all, one of the most frightening aspects of a psionic omnipotent villain is the fact that you can't trust what you normally think. It is the art of distraction, the art of hiding in plain sight as it were.)

For the past several months, ONSLAUGHT has been raiding Sentinel Processing Plants* and awaying with Sentinel researchers. Why? Well, the rest of the Marvel Universe will take a while to learn this... but it is because ALL SENTINELS are equipped with the ability to cancel out psionic energy in their mutant targets. So, with a little manipulation of the psionic technology within, ONSLAUGHT can create the opposite effect...

Rather than cancel psionic energy, the technological wonders that are SENTINELS are capable of containing psionic energy (ie, the fear and panic of an entire city of millions), channeling it, redirecting it to a single source... ONSLAUGHT.

Again, it will take a while for the heroes to see past the obvious "SENTINELS terrorize Manhattan" ploy.

* see X-Men #46 and recent X Force issues.

4] It is not enough to simply have psionic energy, even vast amounts of it..ONSLAUGHT needs the means to bind all minds together. (Similarly, it is not enough to have all the water you want, if you're going to put out a fire you need a bucket or a hose or some means to use what you have [water/psionic energy] to achieve your goal [put out the fire/create Collective Intelligence].)

In UNCANNY #332, XAVIER learned of the existence of Landau, Luckman and Lake and the proliferation of pan-dimensional portals woven throughout the planet! If ONSLAUGHT can tap into that, he can spread his own thoughts throughout the entire planet with a single thought.

To answer the unspoken question "*Why is ONSLAUGHT concentrating on Manhattan?*" it is because this is where the Mother of All of these doorways exist...smack dab in the HEART of New York City...

...in the heretofore unseen GRAND CHAMBRE of the MORLOCK TUNNELS! (Wow, the resolution of the traitor story line and the origin of the Morlock Tunnels--this is turning into one hell of a story befitting of the subtitle "The Greatest X-Men Story Ever told!")

Located beneath the entire length of Central Park, at some point ONSLAUGHT is going to need to expose (i.e., rip the face off of) Central Park to reveal this horrific bubbling "cauldron" of energy that he intends to wield.

How does he intend to wield that energy...?

5] By using GATEWAY.

This story will ultimately reveal/hint at GATEWAY's origin. We'll discover over the years he has taken great interest in all psionically powered mutants (XAVIER, M, CHAMBER to name a few) because he knew that they among any others were capable of wielding the ambient energy capable of inadvertently destroying the world. But, because he serves the energy itself...he serves the one who wields that energy! (...not unlike the Watchers who disclaim any moral obligation to help avert disasters, or GALACTUS who sees his acts as nothing more than sustenance.)

To recap Onslaught's Agenda:

1] "Recruit" FRANKLIN and X-MAN.
2] State his intentions to the world.
3] Release the Sentinels on Manhattan.
4] Expose the core of ambient, world wide energy which exists in the Morlock Chamber beneath Central Park.
5] Use GATEWAY to disseminate his hyper-psionic energy throughout the world using the the pre-existing Landau, Luckman and Lake energy portals.

Hama
Lobdell-Wald

ONSLAUGHT!
48 Pages
Written by Scott Lobdell & Mark Waid
Illustrated by [illegible]
Colored by [illegible]

The Road to Onslaught

PAGE ONE
(FULL-PAGE SPLASH) *NOTE TO ADAM: Please use UNCANNY X-MEN #287 as REFERENCE for the next three pages. Alternating, I assume, between the TAPE itself, and JEAN actually making the tape* [illegible] shot is a straightfoward shot of JEAN looking directly at the us as she says... "Alex? Kurt? Sean? Cable... Anyone?!

Scott Lobdell
WRITER

PAGE TWO
A series of panels [illegible] ing information. "I don't even know if this transmission is being recieved. If any one of you is recieving this, we need to be aware of what is happening at [illegible] call, be aware that access is possible. [illegible] deactivated from within. [illegible] sounds Professor Xavier has gone insane. As near as I can tell, Juggernaught was the first to die.

Scott Lobdell & Mark Waid
ONSLAUGHT DEVELOPMENT

PAGE THREE
"I'm the only one left who can make this message...and he's made it [illegible] mind. We should never have trusted that he wouldn't have hide some [illegible] about--" There is a MASSIVE EXPLOSION OFF-PANEL, causing her to avert her attention... "Our." "You may have killed the X-Men...YOUR X-MEN...but the dream will never...!" "...Die?" comes a word from OFF-PANEL as JEAN seemingly dies from within. Then the screen goes completely white.

Brandon Peterson, Terry Austin, John Byrne, Jan Duursema, Dan Panosian, Ron Garney, Dan Green, Andy Kubert, Matt Ryan, John Romita, Jr., Steve Epting, Dave Cockrum, Joe Madureira, Tim Townsend, Brian Hitch, Val Semeiks, Bud LaRosa, Casey Jones, Tom Simmons, Adam Kubert
FEATURED ARTISTS

Scott Lobdell, Mark Waid, Chris Claremont, Fabian Nicieza, Larry Hama, Jeph Loeb, Terry Kavanagh, Warren Ellis
FEATURED WRITERS

2 Moore Artists
DESIGN

CUT TO:

PAGE FOUR
Going from the horror we have just witnessed, to the elree calm of a summer morning here at the [illegible]ATE. Though the sun is just now coming over the horizon, [illegible] of dark and ominous clouds. We should get a really dramatic shot of the estate--maybe

Dan Hosek
ASSISTANT EDITOR

Suzanne Gaffney Beason
EDITOR

Bob Harras
EDITOR IN CHIEF

Hama
ONSLAUGHT/Lobdell-Wald

COMBINED WITH NEWFOUND INSIGHT AND NEVER BEFORE REVEALED BEHIND-THE-SCENES INFORMATION, THIS IS THE STORY OF A MAN WHO, IN HIS OWN WORDS, AWOKE FROM A SLEEP TO DISCOVER HIS DREAM HAD GOTTEN AWAY FROM HIM...HAD GROWN, TAKEN A LIFE OF ITS OWN, AND HAD BECOME A NIGHTMARE.

THAT NIGHTMARE'S NAME...IS ONSLAUGHT.

"Onslaught Update" recap feature from July 1996 titles

SPECIAL ONSLAUGHT UPDATE INSIDE!

CAUTION • CAUTION • CAUTION • CAUTION • CAUTION • CAUTION • CAUTION

ONSLAUGHT™ IS COMING

CAUTION • CAUTION • CAUTION • CAUTION • CAUTION • CAUTION • CAUTION

ONSLAUGHT™

THE GREATEST THREAT EVER TO FACE THE X-MEN™ IS COMING.

AND WHEN HE FINISHES WITH THEM, THE REST OF THE MARVEL UNIVERSE™ IS HIS TARGET.

In case you missed them here are some important elements in the ONSLAUGHT™ thus far.

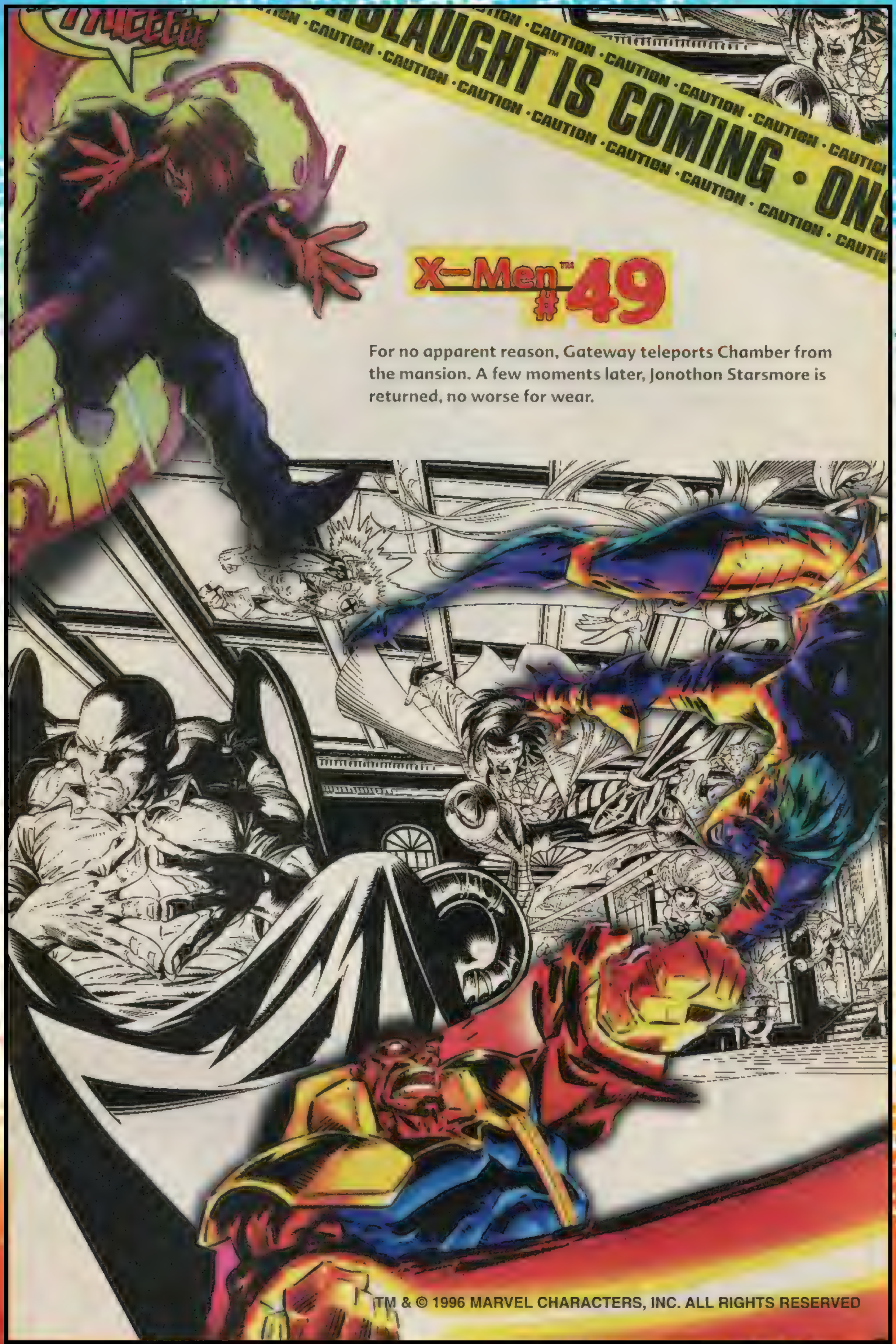
ONSLAUGHT™ IS COMING • UNC

CAUTION • CAUTION • CAUTION •

ONSLAUGHT™ IS COMING • UNC

CAUTION • CAUTION • CAUTION •

CAUTION · CAUTION · CAUTION ·



For no apparent reason, Gateway teleports Chamber from the mansion. A few moments later, Jonothon Starsmore is returned, no worse for wear.

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CAUTION · CAUTION · CAUTION ·

Marvel Vision #8 "Daily Bugle" articles

THE DAILY BUGLE

THURSDAY, MAY 23th, 1996 / Today, Sunny, mid 70's; Tomorrow, windy, low 60's; Details, Page 22 — 50¢

SPIDER-MAN BATTLES GIANT REPTILE OUTSIDE HOSPITAL

ASSOCIATED PRESS

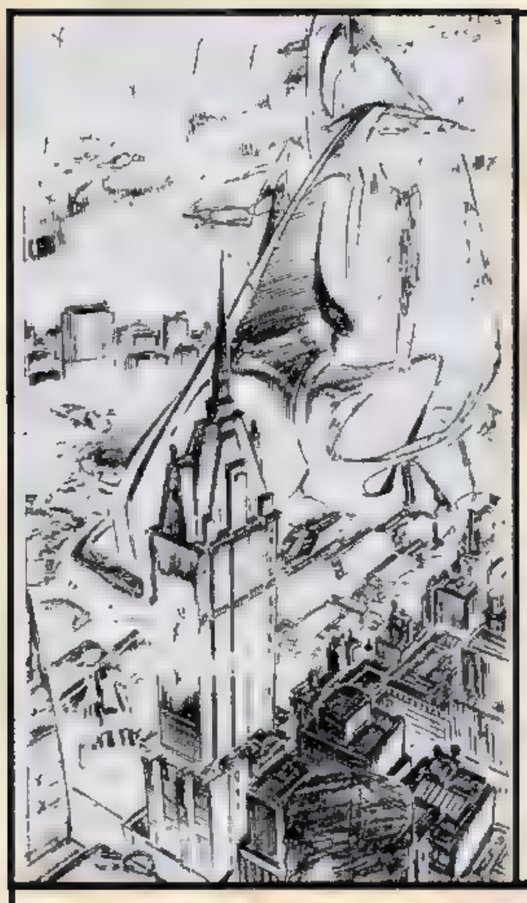
Major tragedy was averted yesterday when Spider-Man apparently battled a man-sized reptilian creature outside the New York Medical Center. Dozens of bystanders who witnessed the event compared it to something out of a monster movie. "It was really nuts, when you think about 't," reported Ervin Johnson. "A giant spider and a giant lizard fighting in the middle of New York city?!? I thought I was on the set of some Harvey Korman flick!" Added Brenda Jenkins, "By all rights, I would have expected the Spider to get squashed by the Lizard."

Indeed, authorities believe the creature was in fact the notorious Lizard, a half-man, half-reptile monster that has terrorized urban parts of the United States including Manhattan numerous times in the past. When questioned, however, Inspector David Lawson was unable to explain the subtle differences between this reptile and the Lizard of the past. "For the hundredth time, I don't know why he wasn't wearing purple pants or a white lab coat! Why don't you just go and ask him yourself?"

Despite Lawson's statement, authorities are continuing to proceed on the premise that the clothes don't really make the man, and that this is the same Lizard. "That is the assumption that we're going on at this time," said Lawson. "We're asking people in the regional area to keep their children and pets in during the day, and to illuminate their property as much as possible at night."

When pressed for details on how exactly one catches a giant lizard, Lawson declined comment. However, one police officer who wished to go unidentified said "The best thing we can hope for is that Spider-Man will catch him for us."

CONTINUED IN SPECTACULAR SPIDER-MAN #237



MASSIVE CITADEL APPEARS IN CENTRAL PARK- JOGGERS FURIOUS

UPI

New Yorkers' lives got a whole lot more complicated yesterday when a mysterious structure appeared in the middle of Central Park. Onlookers described the anomaly as "looking futuristic," and "not of this world." One woman went so far as to compare it to "something out of Star Trek. I half expected to see Captain Kirk running out of that thing!"

Witnesses say the citadel appeared "literally out of nowhere. There was this bright flash and the shimmering of air and the thing was just sitting there, as if it had always been present."

Police officials immediately cordoned off the area. According to officer Len Greenberg, this is only a precaution. "We wanted to be certain the citadel poses no danger to civilians. Thus far, we haven't detected any kind of energy field or weapons that would threaten the area or the people in it." Not that that should be reason alone for New Yorkers to go back to their daily lives. "This thing is still a major unknown," added Greenberg. "We don't know what it is, how it got here, or what it's supposed to be doing. Until we can figure all that stuff out, we're gonna be playing it pretty straight."

CONTINUED IN X-MEN #55

TWO DEAD DURING BATTLE AT STARK INTERNATIONAL FACILITY

By Matt Idelson Field Reporter

An unidentified woman and an employee of Stark Enterprises lost their lives during a battle between Iron Man and three unidentif ed assailants who collectively referred to themselves as Stockpile. The battle took place over the Long Island division of Stark Enterprises, and also involved the mysterious hero known as War Machine.

The Stark employee, Abe Zimmer, was killed during the melee. Zimmer had been a member of Stark Enterprises since Tony Stark bought out Accutech Technologies a number of years ago.

Neither Accutech nor Stark Enterprises had any comment on the incident at the time of this printing.

CONTINUED IN IRON MAN #331

LOWER EAST SIDE DECIMATED IN FIRE DURING SUPERHERO BATTLE

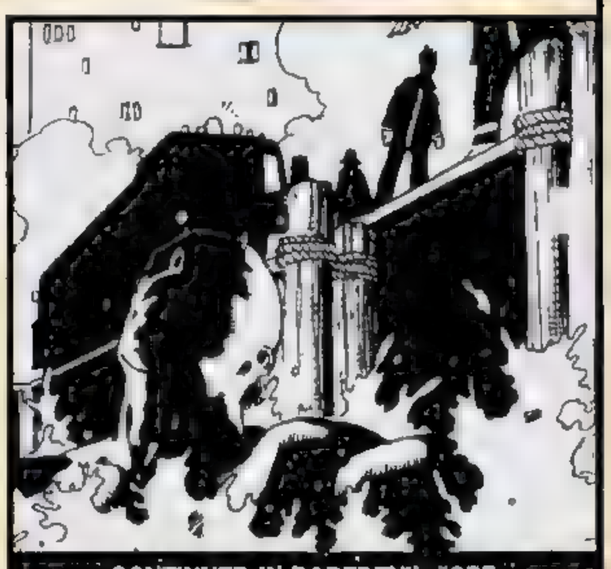
By Ben Urich

Manhattan – Thousands of dollars in property damage to the Lower East Side were incurred during a battle between the hero known as Daredevil and a flame-wielding mutant eyewitnesses believe to have been Pyro. Once a member of the government-sponsored mutant team Freedom Force, Pyro's whereabouts had been unknown following the group's disbandment – at least until last night.

Witnesses reported seeing a strangely-garbed man entering the warehouse district around 8:00P.M., according to fire officials. "The eyewitnesses didn't even have a chance to alert the police, " said Fire Chief Jimmy Felder. "My men claimed they saw 'creatures of flame' within the blaze. Now I've lived in New York a lot of years, and I've seen a lot of crazy things, but it would take a lot to make me believe in this!"

Nonetheless, the property damage was extensive, taking ten fire units more than eight hours to bring the blaze under control. Included in the destruction was an abandoned warehouse once run by Osborn Industries. The warehouse was the site of a murder several weeks ago for which Mr.Hyde is currently awaiting trial. Police refused to comment on any possible connection between the arson crime and that ongoing case.

Neither principal in the battle was available for comment. Pyro escaped following his battle with Daredevil, and Daredevil fled the scene before he could be questioned by officials. Matt Murdock, rumored to be defending Hyde in his upcoming trial, could not be reached for comment



CONTINUED IN DAREDEVIL #355

Marvel Vision #9 "Daily Bugle" articles

THE DAILY BUGLE

TUESDAY, JUNE 20th, 1996 / Today, flurries, mid 30's; Tomorrow, same; Details, Page 26 — 50¢

AVENGERS FIGHT MAGNETO IN VIRGINIA

UPI

Virginia— Members of the Avengers waged a fierce battle against Rogue, a member of the mutant outlaw X-Men, and Magneto, the world-known evil mutant who has persecuted humanity time and again.

The battle broke out in Norfolk, Virginia, where the self-proclaimed "Master of Evil Mutants" was reportedly confronted by the Avengers outside a Palmer's Gas Station.

"I had no idea I was pumping gas for a known criminal," said Station Attendant Clancy Polletti. "I mean, here's this hippy dude with this chick who looks like Reba McEntire, looking to gas up their V.W. Bug. Next thing I know, Captain America's tossing his shield across my parking lot! I should've known he was a mutant though – he looked like he was about eighteen, but he had white hair!"

Polletti, along with several other witnesses, reported that the man believed to be Magneto was indeed much younger than the Magneto who held the world hostage from his Avalon satellite several months ago. Justice Department officials dismissed the apparent age discrepancy as irrelevant.

"We've seen Magneto as a young man before," said special agent Peter Gyrich, "and that didn't make him any less a menace to society."

CONTINUED IN AVENGERS #401

ONSLAUGHT CITADEL REMAINS UNCHANGED

By Ben Urich

Central Park remainined more than its usual fearful place as the mysterious high-tech citadel that appeared there a week ago remained in place. The structure belongs to an enigmatic super-villain named Onslaught who yesterday launched an unprovoked attack on the Fantastic Four.

"I can't say that we've seen any change since the building first appeared," said Police Detective Telly Corlacey. "Our best scientists can't even begin to figure out what it's made of, let alone what it's doing here."

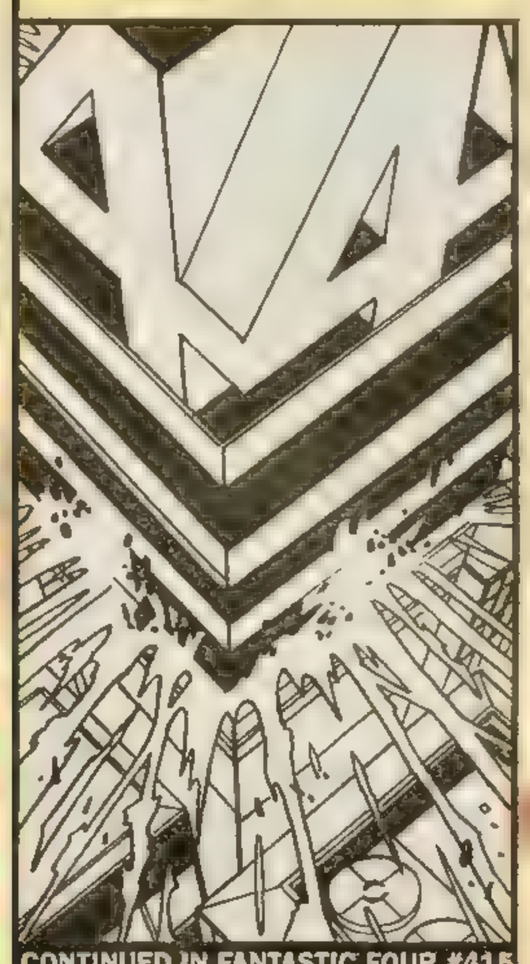
CONTINUED IN ONSLAUGHT: X-MEN #1

ONSLAUGHT MENACE STRIKES AGAIN, AGAINST FANTASTIC FOUR

AP

New York City— The mysterious menace known only as Onslaught has launched an unprovoked sneak-attack on Four Freedoms Plaza and its most famous denizens, the Fantastic Four. The battle was as fierce as it was short.

"They just never had a chance," said Postal Worker Willie Lumpkin. "This creature was even bigger than the Hulk! He just swatted them away like a couple of flies." Lumpkin, who has delivered mail to the site since it was the Baxter Building, was making his routine stop at the Plaza when he experienced violent shaking. "At first, I just figured that Mr. Grimm was yawning or something. But then, a whole lot of plaster started falling off the ceiling! That's when I knew something wasn't quite kosher."



CONTINUED IN FANTASTIC FOUR #415

Damage to the Fantastic Four's facility was severe. An entire floor of the building was detonated from within, and it was unknown as this paper went to press whether there were any survivors. The team was reported to have suffered a devastating loss. According to several eyewitnesses, Onslaught was seen departing "with a small child" believed at this time to be Franklin Richards, the son of Reed and Sue Richards.

Also present at the battle were an unidentified African-American man with the letter "M" tattooed over his eye who has been seen in the company of the outlaw mutant band known as the X-Men, and Hawkeye and Crystal of the Avengers. When pressed for details of the battle, Avengers spokesperson Edwin Jarvis has no comment.

A TIME FOR FRIENDS

by J. Jonah Jameson

New York City. The city of stories. The city where dreams are made and lives are built. But the city can be a dangerous place, where muggers roam virtually freely, and menaces like Spider-Man swing with impunity, forever protected from their illegal actions by a public that has been duped into believing them to be heroes.

But this isn't about burglars and a wall-crawling miscreant. No, this is about the regular folks, like you and me. This is about a close member of the family that is the Daily Bugle who has fallen gravely ill. This is about a decent man named Peter Parker.

I still remember the day this skinny kid with giant spectacles and a white shirt with a blue tie first came to me. Oh, I'd seen his type before; they take a couple of nice snapshots in the park and try to sell themselves off as professional photographers. But this kid was special. I could see it in his eyes, and in his work. This was the type of person who wanted to learn, to be the best, and so he came to the best.

His first few shots were what you might expect from a greenhorn: simple, less-than-perfect composition. Some of the shots were even out of focus! But I took this young man under my wing and vowed to make him into the hottest photographer in the city, and so I did. Early in his career, I wisely directed him to pursue the cretinous Spider-Man and try to get shots of him. The newspaper public adores what it fears, and Spider-Man was (and still is) the scariest of them all. Oh, and how young Peter pursued that web-headed fraud, with a relentless zeal that impressed even me.

As Peter grew and matured, I came to see more and more of myself in him: dogged determination, excellence in journalistic reporting, and a fearlessness that goes with the job of a newsman in New York City.

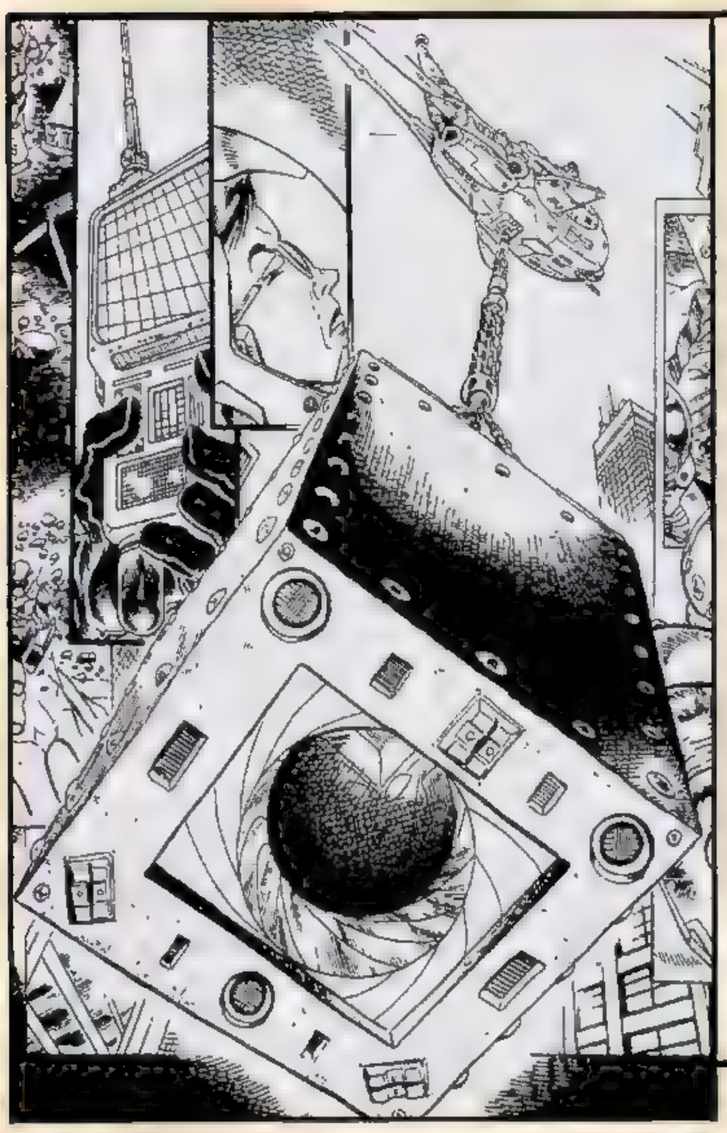
But now, that young man is sick... very sick. He's been stricken with an undiagnosed illness that may rob this paper, if not the world, of his bright presence.

CONTINUED IN SENSATIONAL SPIDER-MAN #7

Marvel Vision #10 "Daily Bugle" articles

THE DAILY BUGLE

WEDNESDAY, JULY 24th, 1996 / Today, meteor showers, lows in the mid 60's; Tomorrow, same; Details, Page 26 — 50 cents



HULK CAPTURED IN CENTRAL PARK!!!

by Ben Urich

Members of the FBI, the UNITED STATES ARMED FORCES and officials of countless other nations have tried for years without success to capture the rampaging Hulk. Today, in Central Park, an unidentified group of men and women who could only be described as super-human did just that.

Exhibiting a level of ability and military tactics beyond any known government agency, this mystery group captured the Hulk (also known as Dr. Bruce Banner) just as the emerald giant was about to flee Central Park.

The chase began on the northern end of the park, and continued almost down to 50th St. before the mystery group literally got the drop on the Hulk. Releasing a giant metal box from overhead, the group stopped the Hulk when the box landed on him and immediately melted around the green goliath, encasing him in an (apparently) unbreakable prison.

While the government has denied any knowledge of the group, this reporter did note that the police seemed to be cooperating with them, keeping the crowds at a safe distance and reporters away from the scene until the Hulk could be removed.

CONTINUED IN INCREDIBLE HULK #446

THE TRUE TRAGEDY OF ONSLAUGHT

by J. Jonah Jameson

Many heroes gave their lives to halt the mutant menace of Onslaught, and as New Yorkers arise from their beds this morning, they should say thanks to those who have nobly given their all this one last time. New York is safe. The threat has been halted.

But death and destruction is always harder on the living than the dead, and that has never been truer than it is now. The greatest city on Earth faces countless millions of dollars in repairs and help for the hurting. According to financial experts, the economy of New York could take years to heal itself. And of course, we all carry the scars of losing those cherished heroes who gave their lives so that we may continue with ours.

It has been said that there is a story for each and every New Yorker, and that has never been more true than for the most New Yorker of them all, the Daily Bugle. Truly the Bugle has been an entity all of its own, providing the good people with information and whatever help it could give. Now it is the Bugle itself that is in need.

The proud building that has housed the Bugle since its inception has been damaged – badly. Many long-time staffers are now facing unemployment so that we may heal the Daily Bugle of its structural fractures and scarred psyche. Proud employees like our own Peter Parker face the unpleasant prospect of finding a new source of income. But that is the price we must all eventually pay so that the Bugle may continue proudly forward.

for a related article, see AMAZING SPIDER-MAN #416

MASS CARNAGE ENSUES AS ONSLAUGHT IS AT LAST DEFEATED

by Joe Bazooka

For months, New York has been turned on its collective ear as the menace known only as Onslaught has slowly built a power base like none the world has seen before. Beginning with the mysterious arrival of Onslaught's citadel in the middle of Central Park, New Yorkers have trembled in fear, wondering what it all might mean.

They got their answer when an army of Sentinels descended upon Manhattan, causing an island-wide black-out and mass panic the likes of which New Yorkers thought they'd become accustomed to. Of course, when the heroes of New York flew to the rescue, the people of the city expected all would be well after all. We were wrong.

In a battle which will forever be noted for its casualties as much as its ferocity, some of our most respected and reliable heroes fell. Captain America. The Fantastic Four. The Avengers. The list is too horrible to contemplate.

CONTINUED IN ONSLAUGHT: MARVEL UNIVERSE

Marvel Vision #11 "Daily Bugle" articles

THE DAILY BUGLE

WEDNESDAY, AUGUST 21th, 1996 / Today, alien invasions, highs in the mid 90's; Tomorrow, same invasion; Details, Page 26 50 cents

HONORING THE NATION'S TRUE FIRST FAMILY

by J. Jonah Jameson

I don't like super heroes as a general rule. I find that they flaunt an open disregard for our society and the rules that govern it. I find their actions to be condescending and disrespectful to our proud country's various law-enforcement divisions. I don't like them. As a general rule.

But rules were made to be broken, as was evidenced by the recent attack of the mysterious and powerful Onslaught. Truly, this was a threat no conventional police or military force could handle. The Fantastic Four could, and did.

They were the first of this current breed of super heroes, open about their identities, noble in their pursuit of the betterment of mankind. Unlike that masked crumb *Spider-Man, who disguises his criminal actions within the cloak of being a hero,* the Fantastic Four were just that: Heroes.

They gave their lives in the line of duty, and the sun will rise today and for a thousand tomorrows because of them. They were heroes that we as parents were proud to have our children emulate. They stood for all that was decent in humanity. *Science. Beauty. Enthusiasm. Strength, both of heart and muscles.*

Now they are gone, and only Spider-Men and mutants remain.

These are troubling times for this city and nation not just because our first line of defense has been shattered forevermore, but because heroes, those people who defined the term, are gone.

They were the souls who allowed us to lay down to sleep at the end of the day. Now they will sleep the sleep of the just, while we as people can only aspire to uphold their noble legacy. God be with us all.

WORLD'S HEROES LOST IN BATTLE WITH ONSLAUGHT

Associated Press

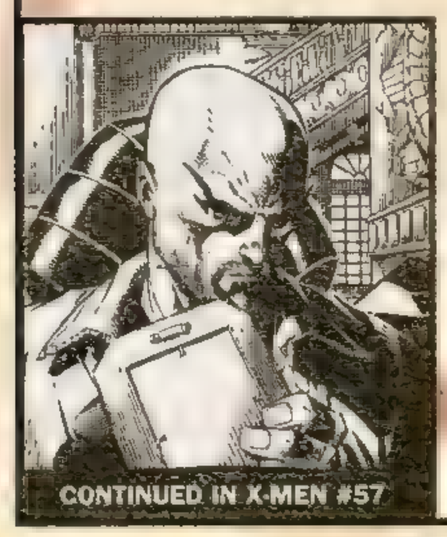
The unthinkable occurred in Central Park last night when many of the world's greatest heroes fell in battle while stopping the deadly villain Onslaught. While exact details and confirmation were still pending as this article went to press, it is believed that both the Fantastic Four and the Avengers, including Captain America, Thor, and Iron Man, gave their lives while preventing Onslaught from potentially destroying the planet.

"It's hard to know exactly what went down" said Police Sergeant Mike Powers. "There were tons of pyrotechnics while the heroes were battling that Onslaught guy, but then what else is new?" Many witnesses claim seeing an energy surge which the heroes apparently entered. Shortly thereafter, the energy vortex collapsed. "There was this rip in the air," said Dane Hosek, who was walking his dog when the battle broke out. "It was like someone just tore a hole into time and space! The heroes went in like they were diving into a wave or something. The next thing I knew, the vortex was gone. I guess it was over."

CONTINUED IN ONSLAUGHT: MARVEL UNIVERSE

CHARLES XAVIER NABBED BY FEDS IN WAKE OF ONSLAUGHT

by Ben Urich



CONTINUED IN X-MEN #57

Professor Charles Xavier, renowned expert on mutant research and sociological affairs, was apprehended late last night by agents of the Federal Government at his Westchester County estate. Though no reason was immediately given to the press, it is widely believed that the government suspects Xavier of being a mutant himself, and may even have information linking the Professor to the creation of Onslaught.

Dr. Valerie Cooper, currently the liaison between the government and its sanctioned mutant super-group, X-Factor, was in charge of the operation. Reportedly, she journeyed to Xavier's residence alone, and encountered no resistance while performing the arrest.

SPIDER-MAN OVERRUN IN THE EVERGLADES

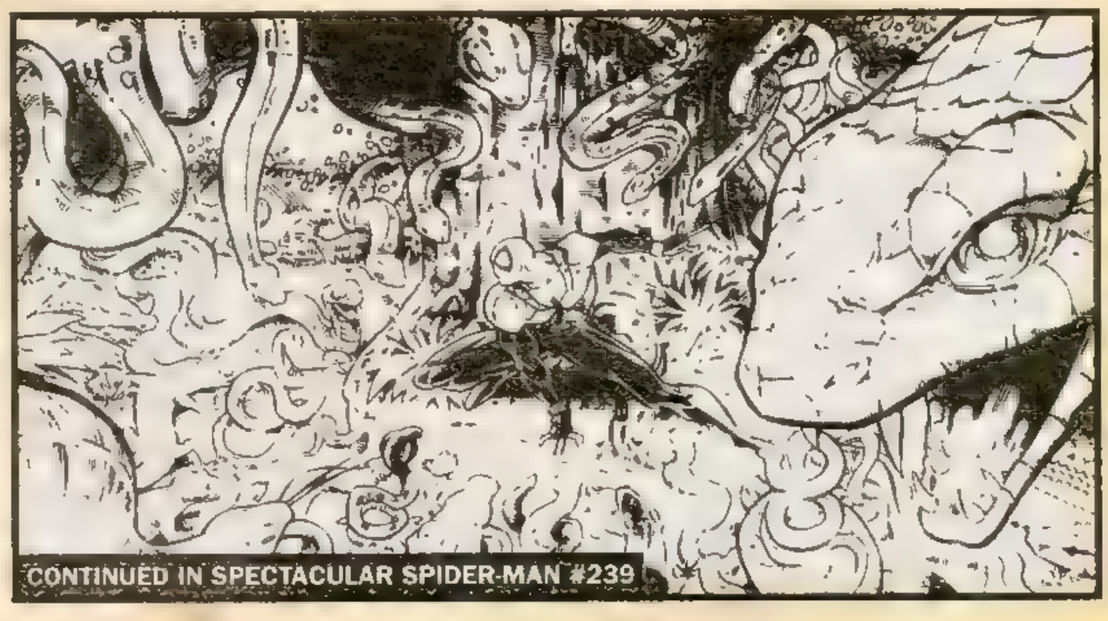
by Joe Bazooka

Spider-Man fought for his life in the Florida Everglades when one of his oldest foes, the Lizard returned. Witnesses reported seeing the New York hero taking on a veritable morass of lizards and snakes before they knew what was going on.

"It was crazy," said Paul Tutrone, a local fisherman. "There were just about every type of snake and lizard from miles around taking a bite out of this guy!" Indeed, Spider-Man reportedly had more than just a bite taken out of him. Things apparently took a turn for the worse when the Lizard himself appeared.

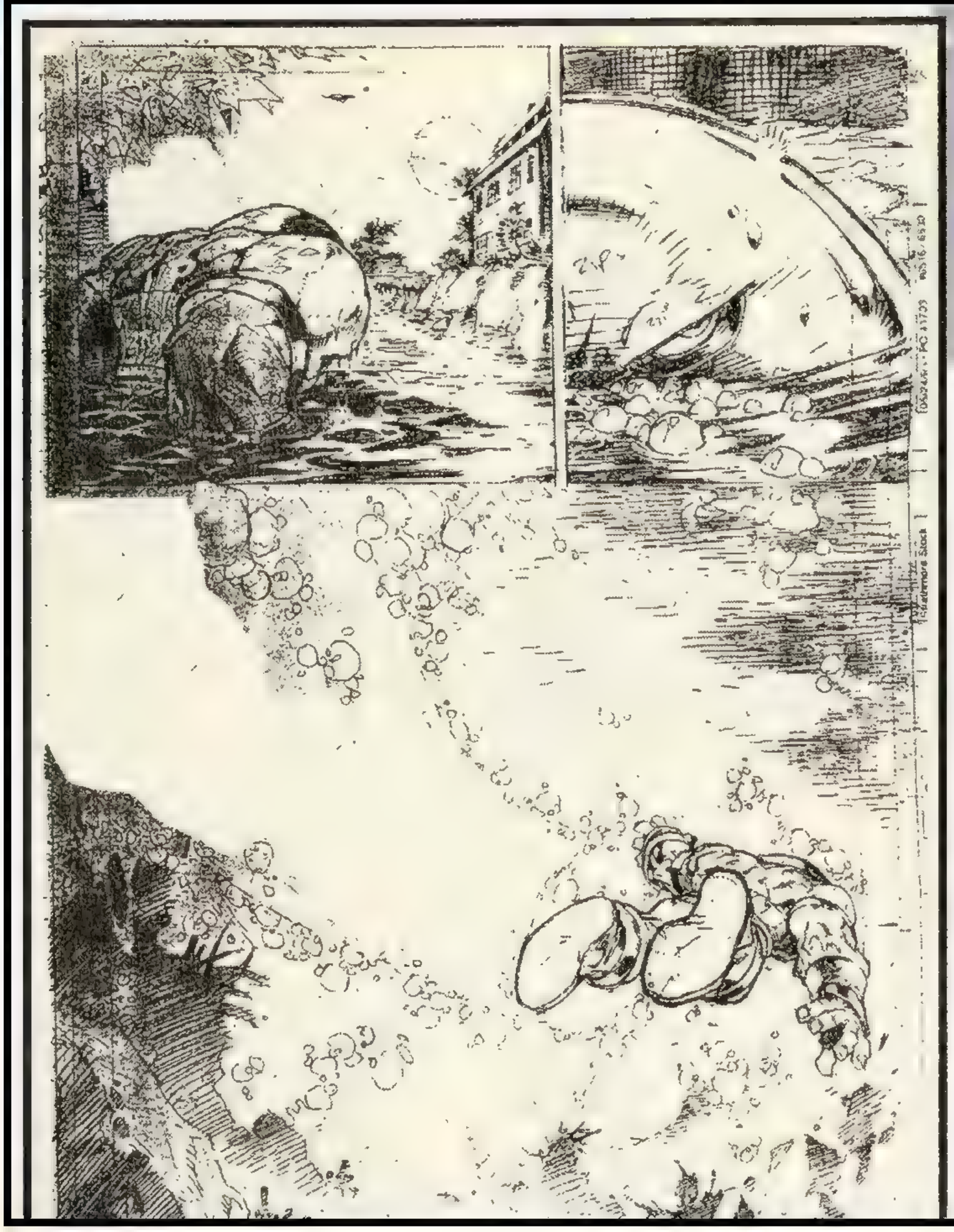
"I can't say for sure", says Joanne Driani, "but I could almost swear that that Lizard fella was controlling the snakes!! Like, with his mind or something." When it looked like all might be lost, fate took a turn when the Lizard apparently began waging a battle with himself, of sorts.

"He started thrashing all around and arguing with himself," says Driani. "Then, he just, sort of, started to turn into a human being again!" At that point, the snakes then ceased their attack and returned to the murky waters, while Spider-Man quickly departed the scene with the man believed to secretly be the Lizard.



CONTINUED IN SPECTACULAR SPIDER-MAN #239

Uncanny X-Men #334 **page 2 pencils by Joe Madureira, with commentary from *Marvel Vision #5***

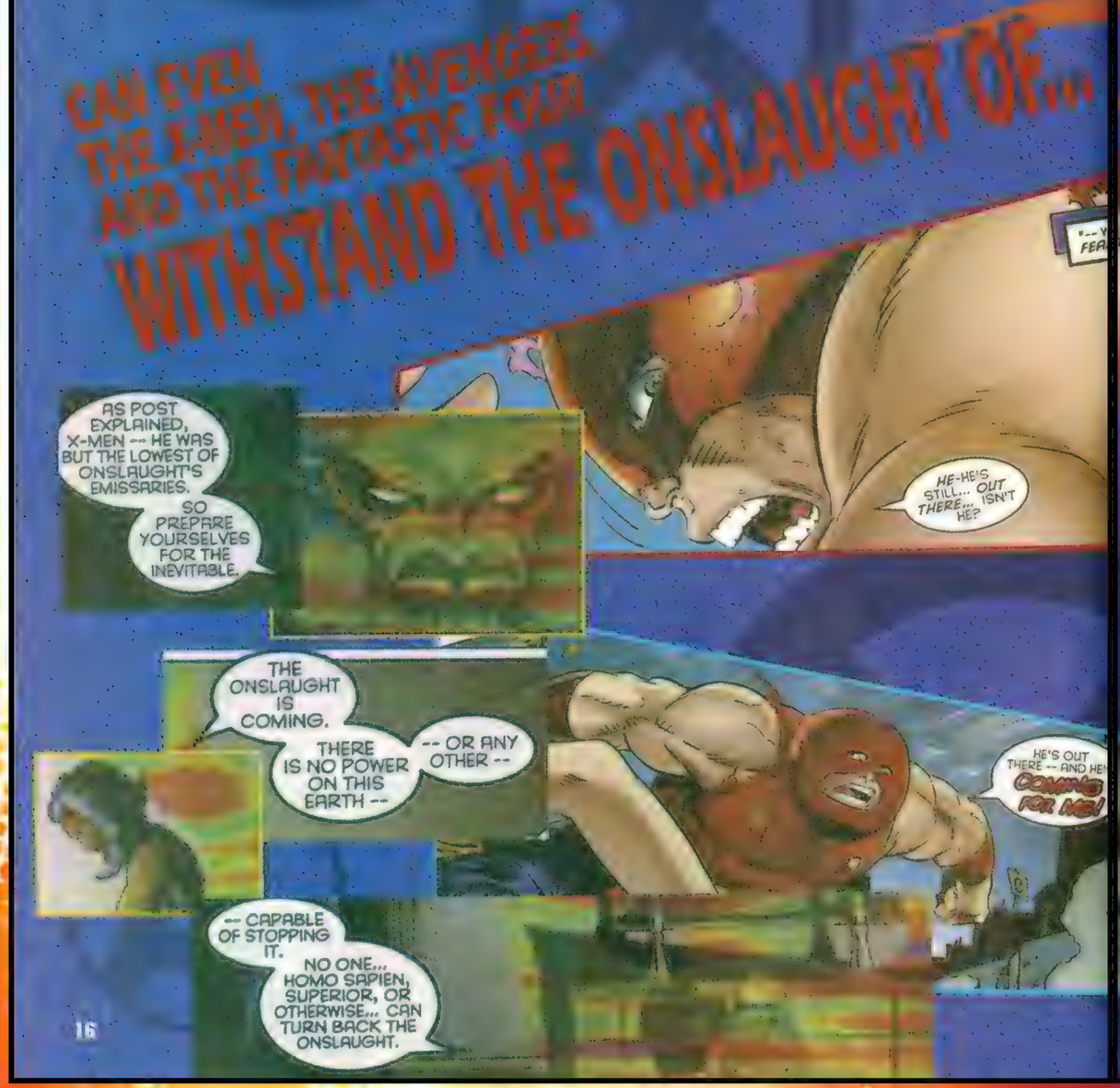


JOE MADUREIRA ON THE UNCANNY ← X-MEN

"When I get a story from Scott [Lobdell], I usually try to visualize it as a movie. 'How would the Japanese Anime gods tacIkle this?' Is the question that I ask myself over and over. I will then proceed to layout the page trying to keep a cinematic feel. I may even watch some animation for inspiration.

Marvel's mightiest heroes have never even seen him, yet they fear him nonetheless. With a single blow, he hurled the "unstoppable" Juggernaut from Canada to Hoboken, New Jersey in UNCANNY X-MEN #322. His mere emissary, Post, nearly single-handedly destroyed an entire team of X-Men in X-MEN #50. This May, not just the X-Men, but the entire Marvel Universe, will learn to fear the name Onslaught. He is their ultimate adversary, and his destructive rage will lay the groundwork for the coming year's Fantastic Four, Avengers, Captain America, and Iron Man stories from Jim Lee and Rob Liefeld's studios!

How could one villain take the heroes who've toppled the likes of Thanos, Apocalypse, Galactus, Kang, Stryfe, Doctor Doom, the Beyonder, and countless others, and make their blood run cold as the grave? The answer is about to become painfully apparent. Onslaught has world domination on his mind, and he's got the pure power to achieve his sinister goal. And even the combined might of the Avengers, the Fantastic Four, and the X-Men may not be able to stop him. Plus, rumor has it that this agent of evil has uncomfortably close ties to one of Marvel's most highly-hailed heroes. Once his identity is unveiled, the revelation will rock the comic book world. No lie.



What makes this event so incredible, so unbelievably cataclysmic that it can't be missed? Boy, you're just full of questions today, aren't you? Well, not much can be revealed right now, but suffice it to say that the X-Men will finally meet their adversary Onslaught and get so brutally beaten that it's all they can do to crawl to the Avengers' doorstep to beg for help. Meanwhile, in the aftermath of X-Man's battle with Onslaught's newest emissary, the mutant monster known as "Holocaust", young Nate desperately seeks the aid of his world's greatest hero—Magneto. But when he can't find the Master of Magnetism himself, he goes for the next best thing—Magneto's children, Quicksilver and Scarlet Witch. Unfortunately, considering his own distrust for this world's X-Men, when X-Man meets the children of the atom at Avengers Mansion, he might just finish off the job that Onslaught started! If you think there still aren't enough heroes mixed up in this melee, the Fantastic Four will join the fray as well when Reed and Sue's mutant son Franklin is apparently abducted by Onslaught!

Don't believe us? That's OK. You will. Just read CABLE #33, UNCANNY X-MEN #334, X-MEN #54, X-MAN #17 and AVENGERS #400, and you'll know it's true—one of Marvel's greatest epics is just beginning to unfold. You'll want to read it, if just to say you were there for the end of the Marvel Universe.

Who will survive? And who will be eradicated from existence in the Marvel Universe as we know it? Our heroes have reason to fear the answers. As for you, oh rambunctious reader, the only thing you need to fear is, if you don't read it, you'll miss out on the epic tale that will irrevocably change the face of the Marvel Universe forever! Be there.

Marvel Gathers War Council to Decide the Fate of Summer '96

ONSLAUGHT

For three days, twelve of Marvel's top talents gathered at the Connecticut Heritage Inn. They exclusively discussed story arcs, characters, and teamups for the summer.

They came. They worked. They made Marvel history.

It was the first time in years that representatives from every Marvel book were present at one gathering. This meeting was serious business. Editor-in-Chief Bob Harras and X-writers Scott Lobdell and Mark Waid came well prepared with a whopper of a story proposal.

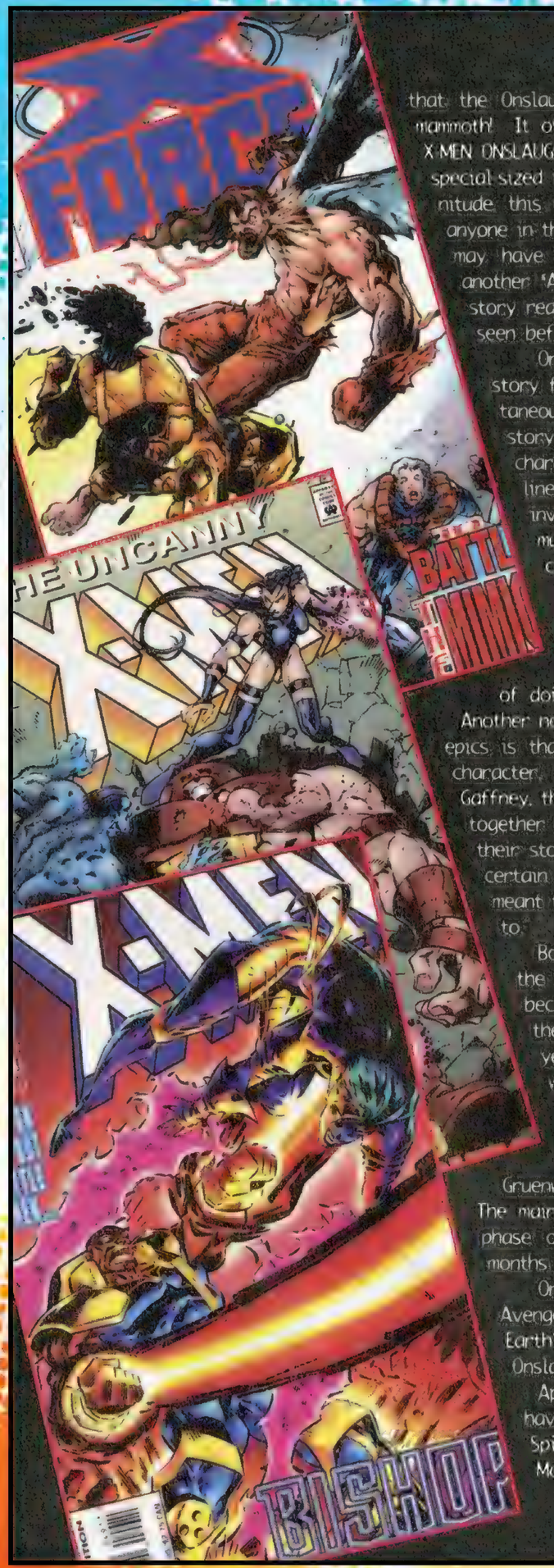
After a few formalities and an introductory speech, one word crashed through the silence and fell on the ready minds of the council. That word was...ONSLAUGHT.

Since his first non-appearance in Uncanny X-Men #322, Onslaught has been the buzzword of the season. Fans have been writing and calling in, demanding information on the powerhouse that flattened the formerly unstoppable Juggernaut. Even those on the inside whispered the name amongst the darker reaces of Marvel-dom, eager to unravel the mystery. Regardless, those involved are keeping their secrets under lock and key. Bob Harras explains, "I'd rather not talk about the finer points of the story discussed at the meeting. Part of the joy of comics is the surprise and if you know what's going to happen you lose out on the excitement. We don't want to spoil it for anyone."

Even after a grueling interrogation, writer Mark Waid would only share a few minor insights. "Onslaught is the greatest foe in the Marvel Universe, not only because of what he can do but because of who he is. Onslaught's identity and motives may not even be a surprise if you've been reading the X-titles carefully. Everything is right there if you know where to look."

Whatever or whoever he or she is, there is no doubt

ONSLAUGHT



that the Onslaught story is beyond big, its absolutely mammoth! It officially begins in June with a supersized X-MEN ONSLAUGHT and concludes in August with another special-sized issue. Scott Lobdell: "In the sense of magnitude this will be the greatest story and challenge anyone in the Marvel Universe has ever faced. There may have been an assumption that we would do another 'Age of Apocalypse' type approach but this story really is different than anything anyone has seen before."

One obvious point that differentiates this story from the now classic "A.O.A." is its instantaneous effect on those involved. After this story ends, the ripple effects on several key characters will progress into future storylines," claims Harras. "One of these will involve the government cracking down on mutants and making their lives very difficult."

Mark Waid concurs. "Onslaught will push the whole public issue of mutants to an extreme. For the first time they're going to find out what they're capable of doing with very limited resources."

Another noticeable difference between this and past epics is that it will involve virtually every Marvel character. According to Associate Editor Suzanne Gaffney, the efficiency with which all elements fused together was truly amazing. "Everyone interacted their stories and characters organically to ensure certain events took place because they were meant to, not because we wanted or forced them to."

Bob Harras claims it is this fact that makes the story unique. "It's such a powerful story because it's personal. It shows how all of these people have known each other for years and care about one another. That's what makes them heroes we can relate to."

So is this going to be a 48-part story that continues in every Marvel book on the rack? Editor Mark Gruenwald: "It's actually very reader-friendly. The main Marvel titles will get involved in some phase of the story during the last couple of months but each title will also stand on its own."

One group set to play a major role are the Avengers. The X-Men recruit the help of The Earth's Mightiest after failing to hold off Onslaught's advance.

Apparently the one character who will not have both hands in the Onslaught pot is Spider-Man. According to Editor Ralph Macchio, the crossover will only peripheral-

ly affect the web-slinger. "There will be one major revelation within our books dealing with Onslaught but it will not weigh heavily on the titles."

Three days ago they had come together to share ideas, contribute constructive criticisms, and help one another. Now it was time to unwind, kick back, and enjoy the fruits of their strengthened camaraderie. They'd met as a team. They'd worked as a team. And together they changed Marvel History.

The Onslaught Thus Far

UNCANNY X-MEN #322

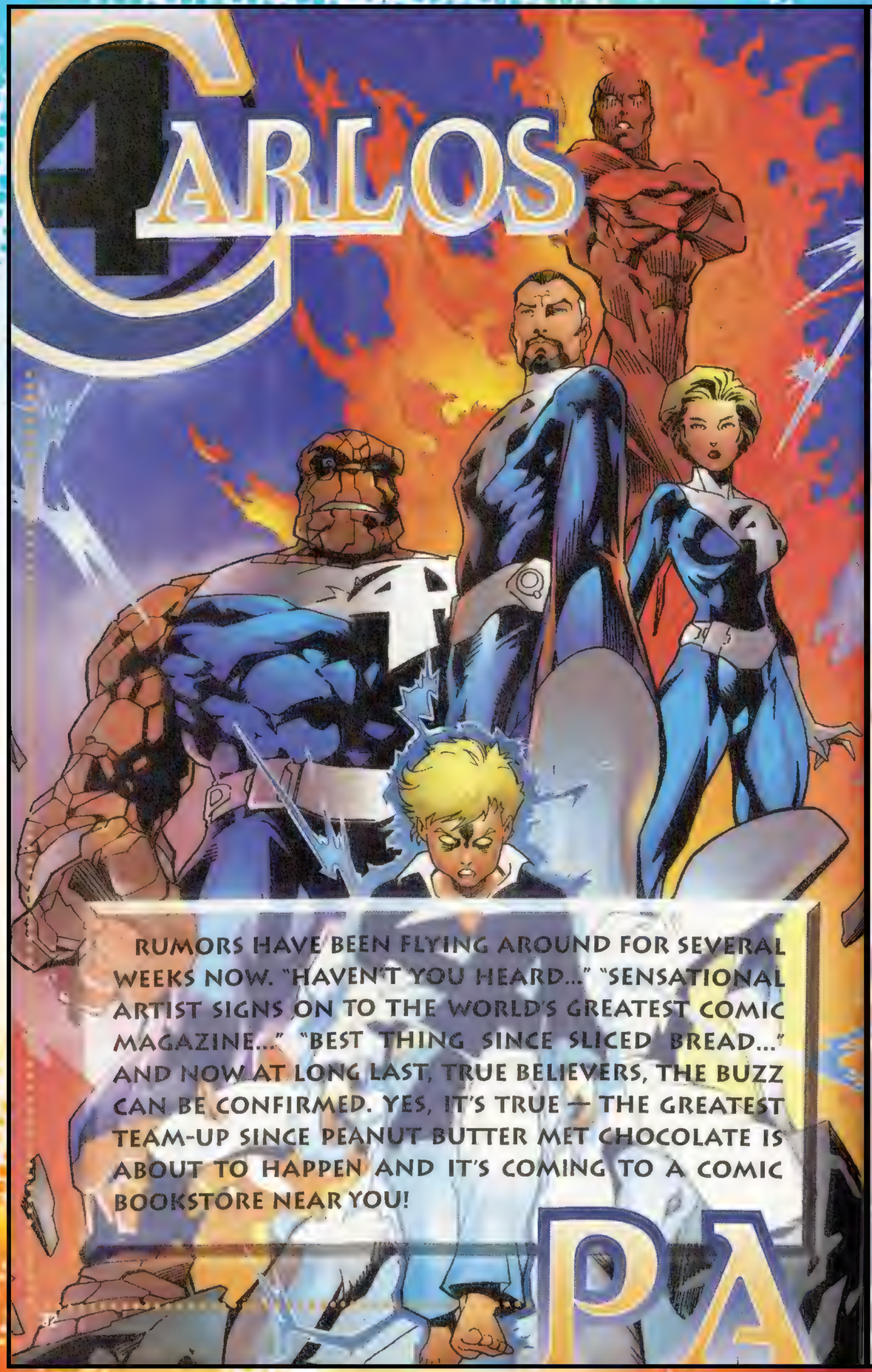
X-MEN #46

X-FORCE #46

X-FORCE #52

X-MEN #49

X-MEN #50



The issues in question that Carlos is pencilling are FANTASTIC FOUR #415 and #416, which hit stores the last weeks of June and July, respectively. MARVEL VISION was lucky enough to get special advance copies of some of Carlos's dazzling artwork on #415, examples of which can be seen on these pages.

These issues are "Mega important," said the FANTASTIC FOUR office recently, "in that they serve a double purpose. First off, they act as an integral part of the ONSLAUGHT storyline and secondly, they serve as a prelude to the exciting things that Jim Lee will doing with the title later this year."

"We're delighted that Carlos has signed on to do these issues," said FANTASTIC FOUR editor Suzanne Gaffney. Gaffney, who has worked with Carlos on several other previous projects, cites Pacheco as one of her own personal favorites. "Carlos's style is very fun, very fresh . . . and he's adapted very quickly and very well to these classic Marvel characters."

SIZZLING ARTIST CARLOS PACHECO HAS AGREED TO PENCIL A TWO-ISSUE STINT OF FANTASTIC FOUR!

"In issues #415 and #416, we'll be tying up a few loose ends that have developed over the last year or so," said FANTASTIC FOUR Assistant Editor Michael Marts. One such loose end being tackled full force is the long-awaited return of the younger Franklin Richards, an event which plays a crucial role in the ONSLAUGHT story. "We'll also be featuring a wide array of guest stars, like the Avengers, the X-Men, X-Force, and even the Sentinels," Marts added.

Marvel's ONSLAUGHT storyline, which runs through most mainstream Marvel titles during June and July, has been dubbed "the end of the Marvel Universe" and promises to reveal secret insights into the character of Charles Xavier. "It's history in the making," says Carlos, "and I'm very proud to be a part of it."

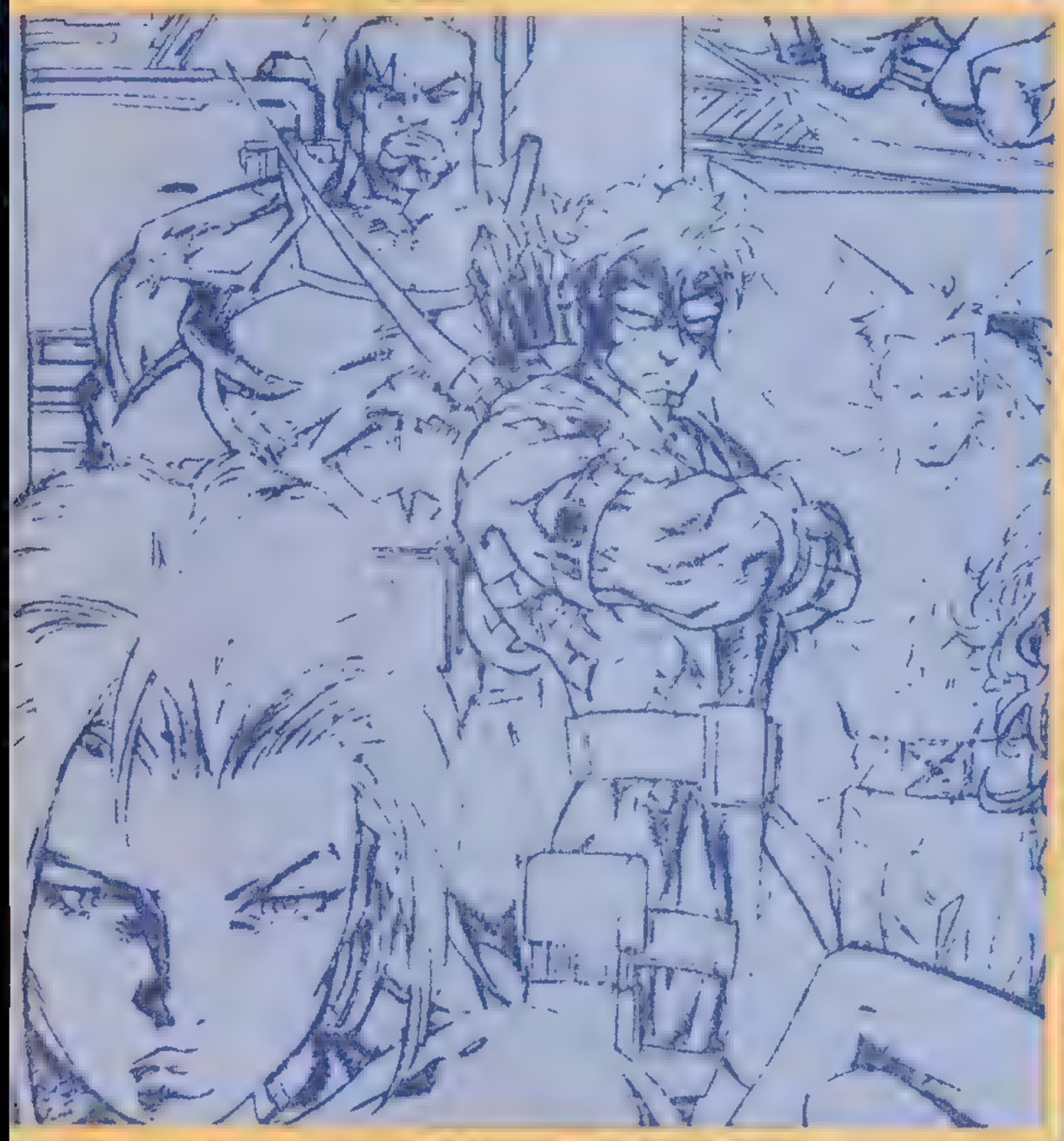
Carlos, who lives and works in his home country of Spain, has been gaining fame over the last year or so, with his breathtaking work on such projects as BISHOP, STARJAMMERS, and more recently, EXCALIBUR. "He's a real favorite among the fan community," says the FF office, "the readers really love him!"

Joining Carlos on these two issues are longtime FF writer Tom DeFalco supplying the stories and frequent collaborator Bob Wiacek handling the inking chores. "Bob's inking on Carlos always looks great," said FANTASTIC intern Dan Hosek, "and it hasn't looked better than in the FF." Dan went on to add that Carlos "is quickly being regarded as the premiere artist in the field . . . his work on the FANTASTIC FOUR Onslaught issues are great because he's drawing so many different characters from various teams."

PACHECO

"I THINK THAT CARLOS IS A PHENOMENAL PENCILER," says Wiacek himself. "We've been working together for several months now on EXCALIBUR, and Carlos has only improved with each passing issue." EXCALIBUR, with art by Carlos and Bob, and story by Warren Ellis, is also edited by Gaffney, a fact which only made the transition between books easier for Carlos and Bob. "After FF, we'll be hopping back to EXCALIBUR," said Carlos.

"Besides being the great artist that he is," added Wiacek, "Carlos is also an extremely innovative storyteller. It's the way he emphasizes the subtle things upon the page that makes his work so...dramatic. "He's constantly going for grace, constantly going for drama...," said Bob about his partner, "...and always achieving it."

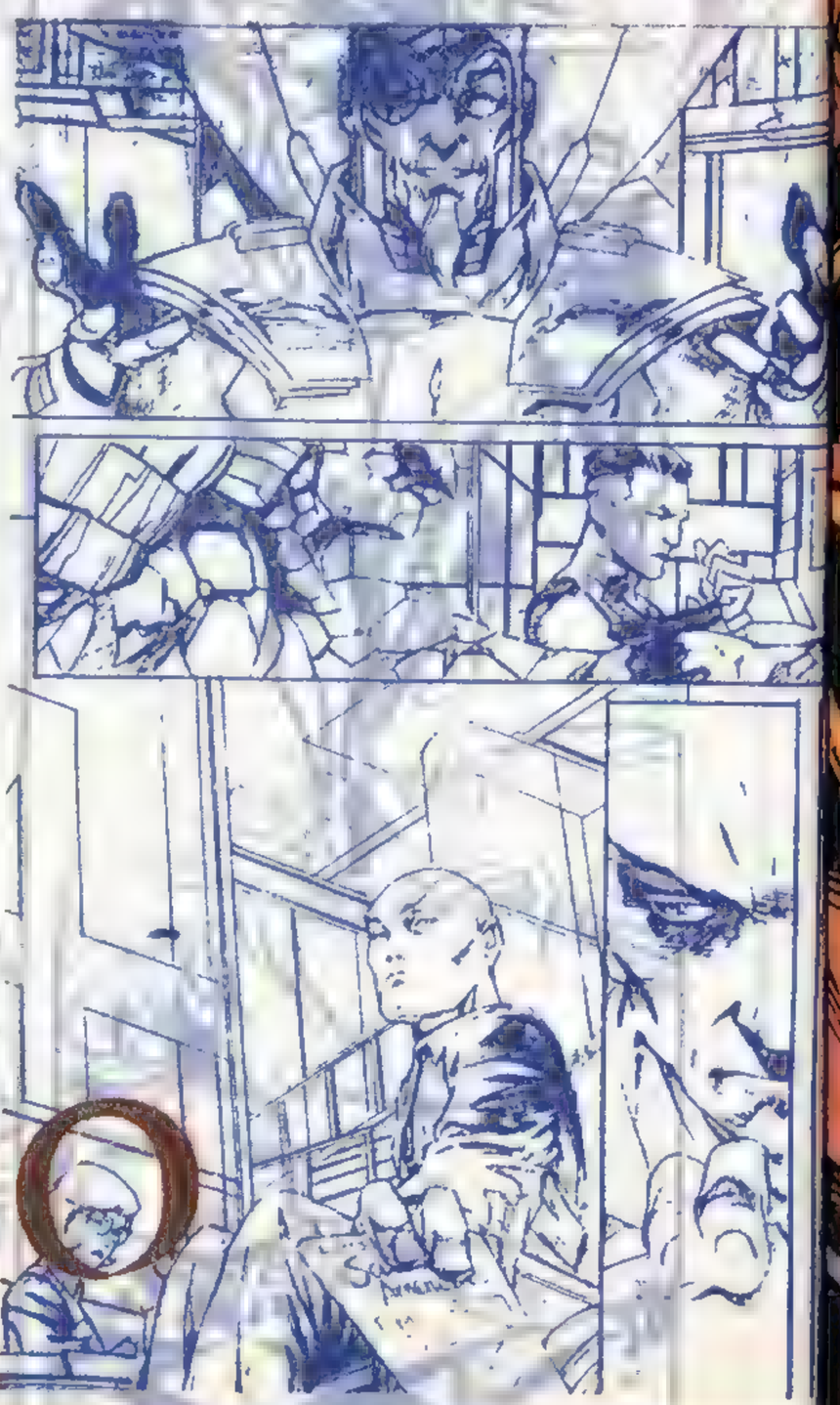


When asked how he feels about working on Issues #415 and #416, Wiacek hesitated for a moment. "It's very much an honor...but at the same time, kind of sad, these being the last two issues before Jim [Lee] takes over. It's sort of like the end of one great era and start of another great one." And speaking of the start of a great new era, Bob was right there when the Marvel Universe began. "I was primarily into the monster books back then, I didn't really go for the super hero thing," Bob muses. "But then I remember being in a small Pennsylvania store one day and seeing FANTASTIC FOUR #1 for the first time on the stand and thinking 'Wow! What is this?' I bought it immediately, was hooked for life, and the rest was history."

And sure enough, the rest *is* history. Bob went on to become one of the more popular inkers in comics today, inking hundreds of books over the years, even managing to squeeze in a few FF's along the way. "I inked this one FF Annual with Keith Pollard that starred the Inhumans, and then I later helped Walt [Simonson] out with a few issues from his run, though I didn't receive any credit."

"It's exciting to be working on FANTASTIC FOUR after seeing the first issue on that rack so many years ago," says Bob. "It's almost ironic, in a way."

Ironic, exciting, fresh . . . different views from different people. But however these two issues turn out, it's a sure bet that they'll be in high demand. One of the industry's leading artists on Marvel's flagship title . . . **WHO COULD ASK FOR MORE?**



CARLOS PACHECO

Mega Marvel retailer catalog cover art by Luke Ross & Atomic Paintbrush

mutant ROADKILL

by polly watson

OK, let's pretend you're cruising down the highway on a blistering hot summer day. Bang, it's hot! And you're mad about it! You're driving a Camaro; no, you're driving your mom's pickup truck; no, you're driving a dish and two napkins. Whatever, it doesn't matter. The air conditioner's broken. You're climbing slowly but surely into the Rocky Mountains hoping for some relief from the heat when, at an almost surreally slow pace (for your smokin' Camaro), you round a dusty curve to see a fantastically huge pig-hauling semi jackknife across the median to meet a three-tier, eighteen-wheeler loaded with brand new cars head-on. As they tumble away down the asphalt together, metal screeching and sparks flying, your eyes (which, unbelievably, have not been welded into your head) are diverted by the sight of a large sign reading DANGER: D.O.T. CLASS A EXPLOSIVES. The sign is attached to the tail end of a tandem rig which is barrelling backwards down one of those runaway emergency truck ramps! The rear trailer (the one with the pretty sign on it) separates from the cab, jumps the median with about ten feet of air, and lands with an eardrum-smashing explosion in the middle of the gasoline-soaked wreckage of the first two trucks.

After recovering your eyesight, you peep cautiously over the dash. Part of a pig snout slides down the windshield. You're fascinated as well as terrified, desperate to help, yet almost totally numb with the desire to curl up in a ball under the steering column with your thumb in your mouth! Your eyes are watering, you're probably going to be deaf for life, and you've completely forgotten that the air conditioner your car came with wasn't worth a dime in the first place!

Whoa! Sounds like a lurid description of a pretty nasty truck wreck and your ensuing emotional state, huh? Actually, it's nothing but a tame analogy for the history-making crossover, suitably entitled ONSLAUGHT, which will hit more Marvel books than you can shake a flaming tire at this summer! The mayhem officially begins on June 5, 1996 with the release of ONSLAUGHT: X-MEN, a giant-sized issue by none other than Mark Waid, Scott Lobdell, the entirely-too-talented Adam Kubert, and inking wiz Dan Green!

So what, or who exactly is Onslaught? "This event is going to redefine Marvel Comics as we know it," exclaimed editorial VP Jim Sokolowski as he reached for his Uru Hammer and noise makers. Editor in Chief Bob Harras was a bit more reserved. "We can't say who Onslaught is right now, but he's connected with someone readers are very familiar with!" A little more digging on the industrious part of Marvel VISION reveals that Onslaught is one of the most horrendous villains ever spawned by a sick, twisted writer's psyche! The evil being believes that humans are unfit to inherit the Earth, and so he's out to kill 'em all, as Metallica say!

Never one to put off 'til tomorrow what he can do today, Onslaught is off on his quest for more power, leaving behind a trail of destruction so wide it's practically a freeway. The action moves along at the pace of a Greyhound on amphetamines, and winds up in August with the explosive special issue, ONSLAUGHT: MARVEL UNIVERSE! Hordes of Marvel heroes, from the lesser to the mighty,

are going to team up in an all-out effort to destroy the behemoth! Some will fall by the wayside, never to rise again, while others will converge on New York City with more enthusiasm than a Jaycee basketball team for the ultimate battle. A battle that will have amazing ramifications for the whole Marvel Universe.

"Readers who want a sneak peek at Onslaught (before the crossover officially kicks off) can check out X-MEN #53, where he makes his first appearance," says X-MEN assistant editor Ben Raab. After that, the evil one looms large in X-MEN #54, on sale in May, before all heck breaks loose with ONSLAUGHT: X-MEN. Following that scorching ish, the dark entity which grows stronger as it sucks up the life powers of beloved characters and spits out its victims when finished, blazes through the lion's share of Marvel's titles! Yes, every editor and his monkey was fighting to be included in this soon-to-be-legendary event! Those titles which will be playing with fire include THE INCREDIBLE HULK, AVENGERS, IRON MAN, FANTASTIC FOUR, THOR, PUNISHER, and just about every title with an "X" in it!

But fear not, gentle reader! You won't have to start living on ramen noodles and baloney if you want to get in on the ground floor of this hot property! As INCREDIBLE HULK editor Bobbie Chase points out, "Readers don't have to buy every issue in this crossover to keep up with the action!" That's right, kids, the Marvel phone lines have been constantly tied up by editors and writers yakking it up on conference calls to ensure that this is the tightest-woven crossover ever. This means you can pick up a few well-chosen issues and still be in on the summer's hottest superhero/megavillain event!

So which issues are the must-haves? We'll leave that up to your impeccable taste, but here are some sneak previews from various editors about the issues they're most excited about!

Mark Powers (CABLE) : "Apocalypse and Cable fight in July (CABLE #35)! It's the first time they've ever faced each other in the present day Marvel Universe continuity! Also, Onslaught, who perceives Cable to be a terrific telepathic threat, attempts to take him out with the strongest weapon he's got—the Hulk!

Mark Gruenwald (AVENGERS) : "This June in AVENGERS #401, the Avengers and Gambit go looking for Magneto to see what connection he may have to Onslaught."

Jaye Gardner (PUNISHER) : "The Punisher is in New York City by July's issue #11. The Sentinels have taken over the city. The Punisher sees the S.H.I.E.L.D. helicarrier crash and goes to the rescue."

Ralph Macchio (SPIDER-MAN) : "At some point in Peter Parker's sickness (AMAZING SPIDER-MAN #415, July) and Ben Reilly's role as Spider-Man, they're going to have to deal with the Sentinels. Even though Peter has no Spider-powers, he's going to give this thing all he's got!"

There you have it, fans—straight from the horses' mouths! So when you're sacked out in your vinyl lawnchair this summer, sucking down the Country Time and wishing the sun would set at noon, remember that relief is only as far away as your local comics shop! ONSLAUGHT: so hot, it'll make you feel cool!

Onslaught is off on his quest for more power,

leaving behind a trail of destruction so wide
it's practically a **freeway.**

IF YOU'RE IN THE MOOD FOR SOME HIGH-FLYING ACTION, INTERLACED WITH A HINT OF ROMANCE AND HEART-POUNDING DRAMA, TUNE INTO CABLE. ONSLAUGHT MAY BE RUNNING THE SHOW THIS SUMMER, BUT THE CABLE-MAN IS SURE TO DELIVER SOME PRIME-TIME THRILLS OF HIS OWN.

LISTINGS

ACTION/ ADVENTURE

Beginning this May in CABLE #33, there is no rest for the Techno-Organically challenged. Editor Mark Powers anxiously forecasts a confrontation of mammoth proportions for Nathan (Cable) Dayspring. "Onslaught knows that Cable is his greatest telepathic threat so he uses the Hulk, the greatest physical force on earth, to try and take him out." Under normal circumstances this may be an even match. After all Cable is the Chosen One and he's old (not to mention big) enough to take care of himself. But lately things have been a little rough for this former time-traveling bad-boy. "After wandering around with half his face bashed in and his Techno-Organic virus warping out of control, Nathan has to face Hulk," reports penciler Ian Churchill. "Banner just dwarfs Cable. It's really a giggle."

Except Cable won't be laughing. Even with Storm at his side, there's going to be a monster medical bill to pay when this battle's over. It's so big, in fact, that one comic book cannot contain it. The Hulk/Cable battle concludes in HULK #444.

After jumping out of the gamma ray frying pan, Cable can look forward to plunging head first into the Apocalyptic fire. In CABLE #34, Nathan will face perhaps the greatest challenge of his life. "Cable was basically born and bred to battle Apocalypse," claims Powers. "When Sinister brought Scott and Madelyne [Pryor, a clone of Jean Grey] together, the whole idea was to create this child which he predicted would be a mutant powerful enough to take on Apocalypse."

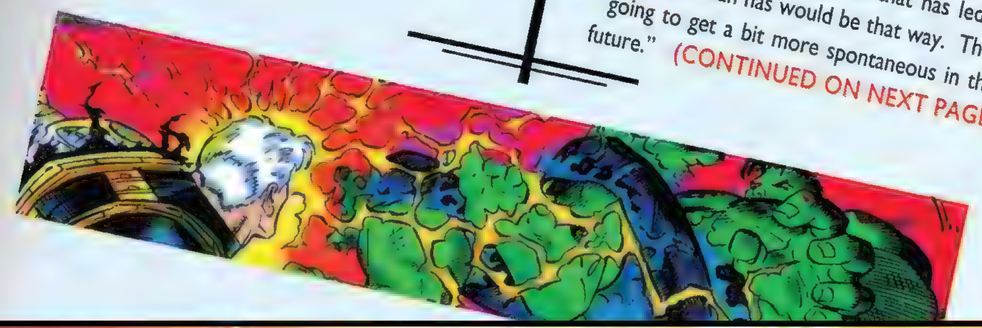
So how come ole Blue Pants didn't act earlier? According to writer Jeph Loeb, although Cable is a time traveler and knows the future, Apocalypse has a linear perception of events. "Apocalypse does not know about the threat that

Cable poses to him in the future. He suspects but can only speculate." Consequently, Cable has a long history of bones to pick with En Sabah Nur. As a matter of fact, Apocalypse is pretty much responsible for every tragedy that has befallen Nathan since the day he was born. The confrontation will be Onslaught related and follows Apocalypse's revival from a rejuvenescent slumber in the pages of X-MEN.

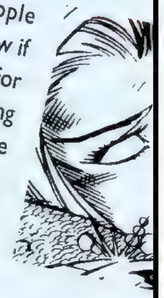
DRAMA

Lately, Cable's been going through a lot of personal problems and the future doesn't hold any easy solutions. "What you have to keep in mind is that Cable is very far away from home," explains Powers. "He's traveled into the past to this turning point in history and as much as he would like to enjoy it, he can't. All of the people that he is fighting alongside presently are dead in his time. That's why he has such a problem getting close to anyone."

But the Big Man's 'tude is gradually changing. "Ultimately, his lesson through all of this is that you can't help getting attached. That's what makes life great and makes his fighting worth the effort. He comes to the realization that he has to deal with the present. Tomorrow is



something completely different. He can't justify saving people three thousand years from now if his friends are dying today. For this reason he'll begin developing closer relationships with the characters around him."



ROMANCE

So does this constitute a confirmation of Cable and Domino's mutual attraction? Powers is doubtful: "Domino and Cable have a very different relationship than someone like Jean and Scott. They don't love each other in the same way nor are they necessarily destined to be together. These are two people that keep many secrets from one another."

According to Jeph Loeb, there is a storm brewing on the horizon for these two unrequited lovebirds. A new romantic interest will soon be unveiled for the Chosen One and ironically, the candidate is "the farthest thing from Domino." Surprised? Then you're playing right into Loeb's Techno-Organic hand. "For a while now, Cable has been too predictable in terms of what he was going to do. I don't think anyone that has led the life this man has would be that way. Things are going to get a bit more spontaneous in the near future." (CONTINUED ON NEXT PAGE)

(CONTINUED FROM PREVIOUS PAGE)

So don't just stand there. Get on the phone. Call up your local CABLE distributor (the nearest comic store for those of you who aren't getting the analogy) and reserve your copies today! CABLE is not to be missed.

-ROBERT PIOCROWSKI

IAN CHURCHILL

REGULAR ARTIST ON CABLE

Ian Churchill is a bright guy, but when it comes to evaluating his own abilities he's got it all wrong. "I'm not as good as most other artists. I think for that reason I may be a little more accessible than the superstars out there. When fans look at the top artists in the industry they realize that they'll probably never be that good. But when they look at my work, they know they can probably be as good as I am. I think that's why readers enjoy my work." The reason he is so modest is probably because comic book art was not this Englishman's first career choice. "It was only after I lost my job as a graphic designer that I put some samples together and tried to get work." Ian was discovered by Bob Harras at a comic convention in England. "I had absolutely no idea who Bob was. I was waiting around the tables where the art reviewing was taking place and he just seemed to make the most sense so I showed him some of my stuff."

[illegible]

It was a backup story in an X-Men annual featuring Beast. Every character looks like he's made out of rubber. It's very comical to look back on now.

[illegible]

It involves an old English reprint called **The Mighty World of Marvel**. It was a John Romita issue of **Captain America**. I especially remember one panel of Captain America going up a wall on his motorcycle.

[illegible]

There's an issue of UNCANNY X-MEN where Peter breaks up with Kitty after his Secret Wars adventure. It leads to a big fight with the Juggernaut in a salon. That's brilliant, I'd read that over and over again.

[illegible]

Captain America is my favorite traditional Marvel character. Even as a kid I liked him because he always knew what he was doing. These days I am also very fond of Cable because I put a lot of myself into him.

[illegible]

I like to dress Cable up in contemporary fashion very much like the men in popular magazines. In my own mind, I'd like to think that's just like myself (laughs).

[illegible]

Number 27. I think the art works really well with the coloring and inking in that issue. I'm especially fond of the cover.

[illegible]

If I had a choice, I'd like to be able to lead a charmed life. Though after a while I suppose that would get on my nerves.

[illegible]

Sleep. I also enjoy parachuting.

[illegible]

I fancy Cable teleporting to the past in World War II and meeting Captain America. I'm also excited about Cable teaming up with Kane again. We're working on revamping him into a very hip character with a new hair cut and a motorcycle and all.

Cold.

Deadlines. I would love to have more time to put in greater detail and concentrate more on each page.

[illegible]

If people remember my work that would be great. And if I could inspire someone to pick up a pencil and become the next superstar then that would be great too. As long as people like what I'm doing, I'm happy.

[illegible]

Actually, there was a Cable story that was scrapped featuring Cyclops and Nathan. I did the first three pages but they never saw ink. I was quite happy with those pages and rather regret that readers never got a chance to enjoy them.

Marvel Ultra: Onslaught

or

How to Make Trading Cards in 5 Easy Steps

step #1: Make a checklist of the characters in the set.

"No, Matt."
"C'mon, Ben... er... I mean Mr. Raab, I need to know everything about Onslaught so I can write a checklist. As the assistant to the editor-in-chief you're the only one who can help me."
"Sorry, that stuff is top secret. What if it gets out?"
"Oh, I promise not to tell. Please?"
"Nope."
"Pretty please."
"Uh uh."
"I'll be your best friend."
"You call that an incentive?"
"I'll leave your office and never come back."
"Now that's incentive. All right, here's the outline for the event. As you can see, Onslaught encompasses all the X-Men and most every Marvel core character. The Avengers, the FF, Spidey, Dr. Strange, they're all there."
"Thanks, Ben, you're a prince. I'll be back next week about the upcoming Wolverine set."
"What? You said you'd never come back!"
"I lied."
"Get out!"

step #2: Determine set configuration and subsets.

"Don't come crying to me when nobody knows anything about Marvel Ultra: Onslaught because you were too lazy to write up a press release, Matt."
"I am not lazy, Kate."
"As Fleer P.R. Director, I have to give set information to the press. I've been after you for two weeks for details. I E-Mailed you several times."
"Oh, I never check E-Mail."
"You call that an excuse?!"
"Okay, it's no big deal. I can write up something in five minutes."
"Well if it's so easy then do it now."
"I'm busy."
"I'll bet you can't."
"Can so."
"Can not."
"Can so!"
"Prove it."
"All right, I will!"

Marvel Ultra: Onslaught is a 100-card set, UV coated and foil-stamped. It features special Chapter cards chronicling the Onslaught event and Creator cards personally drawn by Jim Lee and Rob Liefeld. In addition, it will include collectible "chase" cards for Marvel's OverPower card game: 4 Hero cards (1:9 packs) and 7 Mission cards (1:9 packs). These cards will be bonus game cards based on the Onslaught event available in this set and no place else. Even rarer are 3 multi-image Mirage™ "flicker" cards (1:36 packs), but the ultimate in chase cards are the 2 Autograph cards signed by Jim Lee and Rob Liefeld (1:180 packs). Marvel Ultra: Onslaught is available in September.

"There. Happy, Ms. Travaline?"
"No, this stinks."
"I said I'd do it in five minutes, I never said it'd be good."
"Get out!"

step #3: Hire artists to draw the characters.

Hi, it's Matt. Leave a message and I'll get back to you. **BEEP!**
"Hi, Matt, it's Jim Lee. I just want to say what a thrill it is to be working on the Marvel Ultra: Onslaught set. I just spoke with Rob and he said he left a message with you too. I'm very excited about the talented artists you were able to get for this set. People like Adam & Andy Kubert, Humberto Ramos, Mike Deodato and Sal Larroca. Anyway, hope to talk to you soon."

Hi, it's Matt. Leave a message and I'll get back to you. **BEEP!**
"Hi, Matt, it's Rob Leifeld. I'm sending you rough sketches of the cards I'm doing for your approval. Jim tells me he left you a message promising to send his also. I hope you like 'em. Bye."

Hi, it's Matt. Leave a message and I'll get back to you. **BEEP!**
"Hi, Matt, it's Jim Lee. I just finished the pencil drawings of my cards, so you'll get them tomorrow. I know Rob's are finished too. He left a message for you saying so. I can't wait to see how the coloring comes out; please send me a copy if it's not too much trouble. So long."

Hi, it's Matt. Leave a message and I'll get back to you. **BEEP!**
"Hi, Matt, it's Rob Liefeld. Jim and I got the copies of the finished coloring from your assistant Mike Pasciullo and we just wanted to let you you know we love it! It was nice working with you. Thanks for everything."

Hi, it's Matt,. Leave a message and I'll get back to you. **BEEP!**
"Hey Matt it's your boss Dan Buckley. I just wanted to tell you the Onslaught set looks great! Nice work!"

step #4: Write back copy.

"Hey, Dan, what's up with Matt?"
"What do you mean, Mike?"
"I haven't seen him in days and his office door's been closed the whole time."
"Oh, he's probably writing card copy for Marvel Ultra: Onslaught and doesn't want to be disturbed."
"What's the editorial slant of the copy?"
"The Xavier Protocols. The idea is Professor X left behind specific instructions to each character in case he ever goes insane."
"Cool, but uh... shouldn't a professional writer be doing this?"
"Matt is a pro."
"Yeah, he's real good but sometimes his stuff can be... you know... odd."
"I have full confidence in his abilities. Besides, he wouldn't do anything too strange."

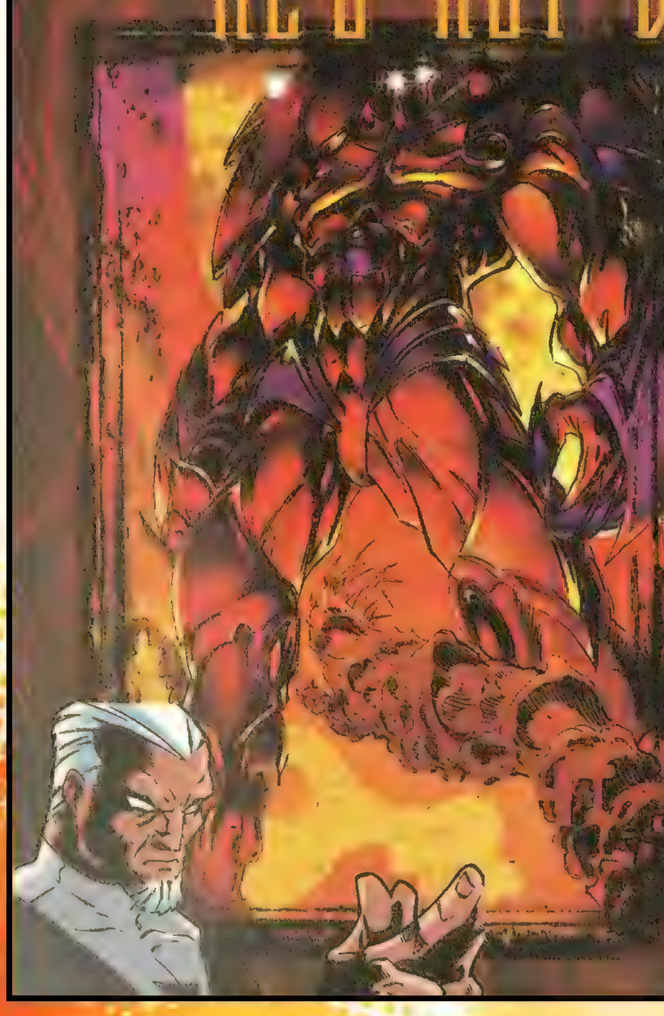
step #5: Put it all together.

"That's it? Put it all together?"
"Well... yeah."
"I, as the editor of MARVEL VISION, asked you, as the writer for an article on Marvel Ultra: Onslaught, and you turn in this... this esoteric diatribe which you conclude by reducing the months long, complicated process of pre-production graphic design, color separations, manufacturing, distribution and retail sales to "put it all together" and you expect me to print it?"
"Well... yeah."
"Why?"
"Because you love me."
"Get out!"

— Matt Morra

HEY! DON'T STICK THAT FORK IN ONSLAUGHT

HE'S NOT DONE YET!

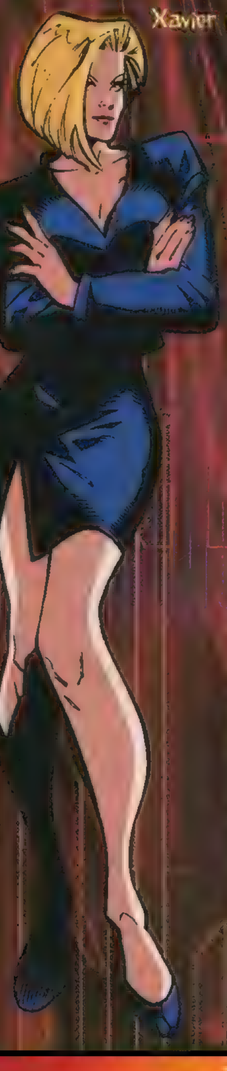


You thought you'd seen the last of Onslaught when the dust settled, the heroes departed, and Professor Xavier turned himself in to Valerie Cooper, Chairwoman of the Committee on Mutant Affairs in the pages of X-MEN #57? Think again, Marvel maniac—ONSLAUGHT: EPILOGUE, due out in December, gives you the Christmas present of knowing what happens next in the most horrible chapter of the X-Men's history ever written!

"This is the story of Xavier coming to terms with himself. He has to deal with the fact that he was Onslaught," says EIC Bob Harras. "Now, apparently stripped of his powers, he needs to realize that he still has a place in the world." Harsh! Not only is it the riveting story of a good-guy-turned-bad-guy on a major guilt trip, it's also the appalling story of the X-Men's trusted mentor chained up like a junkyard dog!

How did it come to this, you ask? After Xavier surrendered to Valerie Cooper, she escorted him to Washington, where he was placed in a cell overnight. But in the morning, Xavier had vanished without a trace! Now, not even the X-Men know where their old leader and recent nemesis is being held! Powerless and alone, Xavier writhes in the clutches of a man whose pleasure in seeing him dead could only be rivaled by his delight in seeing Onslaught rise again!

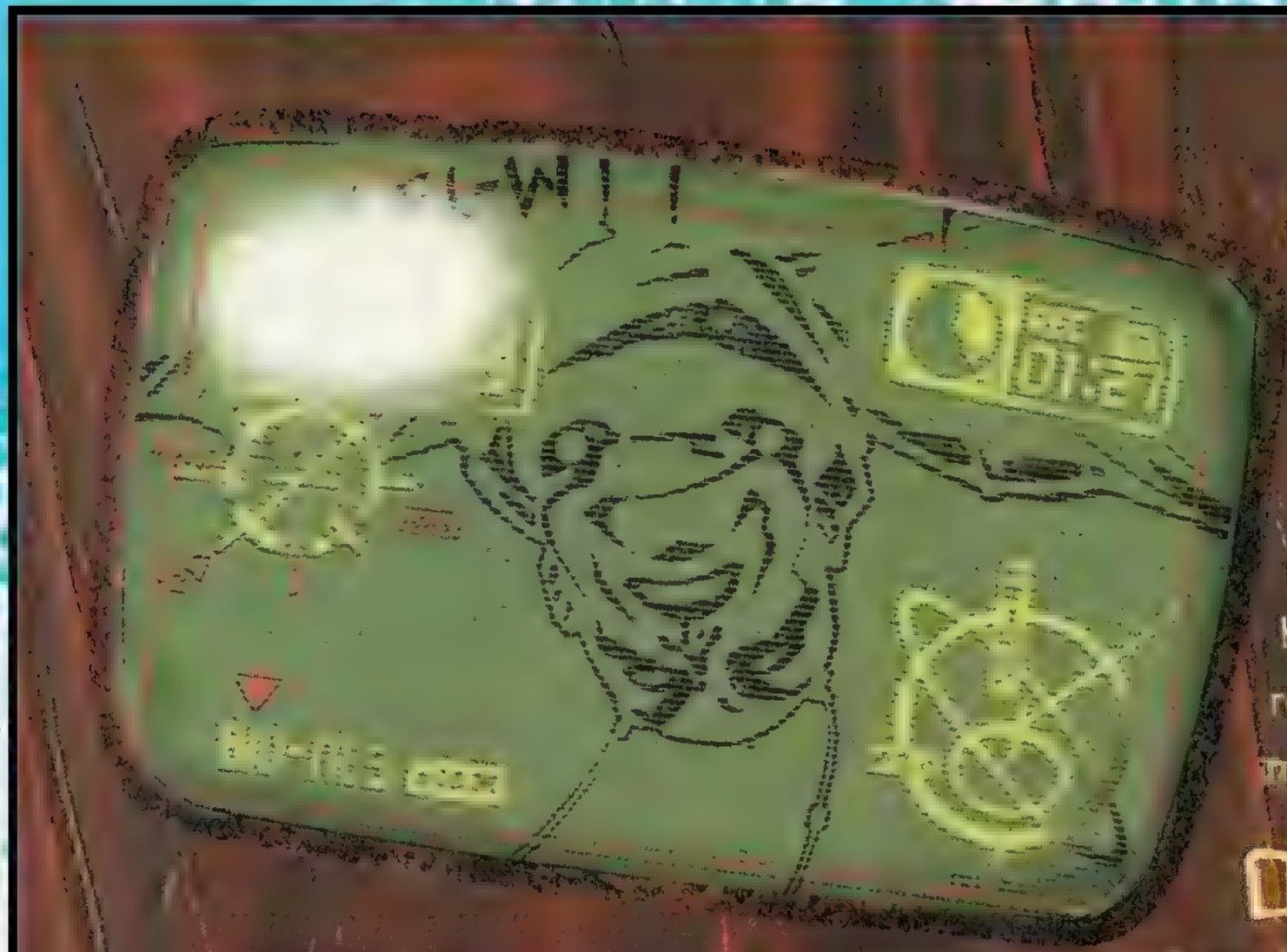
Xavier is being held prisoner by Bastion!



You, loyal reader, will remember Bastion as the mysterious and evil force behind Operation: Zero Tolerance—a multinational organization whose main goal is the total eradication of mutants from the Earth's population! Now he's holding Xavier in the abandoned Hulkbusters' facility! Here, at the behest of the government (which is preparing indictments against Onslaught), he's got every intention of finding out whether Xavier has retained his powers...and whether the potential exists within him for Onslaught to return! If it is indeed possible, then Bastion will have in his hands the ultimate weapon for mutant extermination!

Bastion may be one evil son-of-a gun, but he's no fool—and he's not taking any chances! Maximum security's not good enough for this guy— the walls in Xavier's cell are twenty feet thick! Controlled by a psionic neck-cuff and bracelets, Xavier isn't going anywhere, but that doesn't stop Bastion from manhandling the crippled man pretty severely. He better hope Onslaught doesn't emerge!

But Xavier's got bigger fish to fry! Left alone in his constantly monitored cell, prisoner #M-13 has all day and all night to contemplate the torment he put his beloved X-Men through. Not only has he caused them tremendous physical and possibly



irreversible emotional damage, but the rise of Onslaught has struck a deadly blow against Xavier's long-cherished goal—that of mankind and mutants living together in peace.

Though no one knows where he is, the Professor is not alone! Down the hall is a prisoner who has never seen daylight. A prisoner who has never even seen the outside of the Hulkbusters facility. Prisoner M-9 is just 5 years old, a Manite wielding unbelievable psi-powers. Clearing the video monitors, M-9 slips through the twenty-foot walls and the powerful psi-shields of Professor Xavier's cell every now and then to pay him a visit. Does this little girl know where Xavier's powers lie? Could she be the key Bastion needs to unlock the deadly Onslaught?

Bastion is hunting for the key all right...but he hopes to find it in the shape of lively psychiatrist Ingrid Thysson! Ingrid has been flown to the deserted base to run tests on Xavier to determine the presence and level of his powers. But does Ingrid know what kind of powers she's dealing with? Can a couple of Rorschach tests and a word-association game reveal the depths of Onslaught?

Will Onslaught reemerge? And if he does, will it be Bastion, Ingrid Thysson, or gentle prisoner M-9 who finally unleashes the terror?

ONSLAUGHT: EPILOGUE will provide some insight into the answers, but, says editor Mark Powers, "The real battle will be the one going on inside Xavier's head."

ONSLAUGHT: EPILOGUE is written by Len Kaminski (WOLVERINE) and penciled by hot new talent Randy Green! "He's young, he's fresh, he's innovative, and we love him!" trumpets Bob Harras. Green's open, uncluttered style is the talk of the Bullpen—and it's just perfect for depicting these open, uncluttered psionic interiors!

The ONSLAUGHT saga was so tremendously popular and got such a response from our readers that we felt we owed them a follow-up book that focused solely on the events that took place in Xavier's life directly afterwards. Explains Bob, "ONSLAUGHT: EPILOGUE also feeds back into X-MEN continuity, where the origin of the Manite...and the possibility of Xavier's trial...are explored! This is a landmark issue, and a gold mine of information regarding Onslaught's past and future actions!"

Don't miss it!

—Polly Watson

Marvel Vision #12 cover art by Mike Wieringo, Richard Case & Atomic Paintbrush

House ad by Adam Kubert, Andy Kubert, Dan Green & Cam Smith

Jean Grey

MANSION SECURITY WAS DEACTIVATED... FROM WITHIN ...BRZZZT... BETRAYED BY ONE OF OUR OWN.

PROFESSOR XAVIER... BRZZZT... FIRST TO DIE...

YOU?!? YOU MAY HAVE ... BRZZZT... KILLED THE X-MEN... BRZZZT... BUT THE DREAM WILL NEVER DIE...

THE TRAITOR EXPOSED!

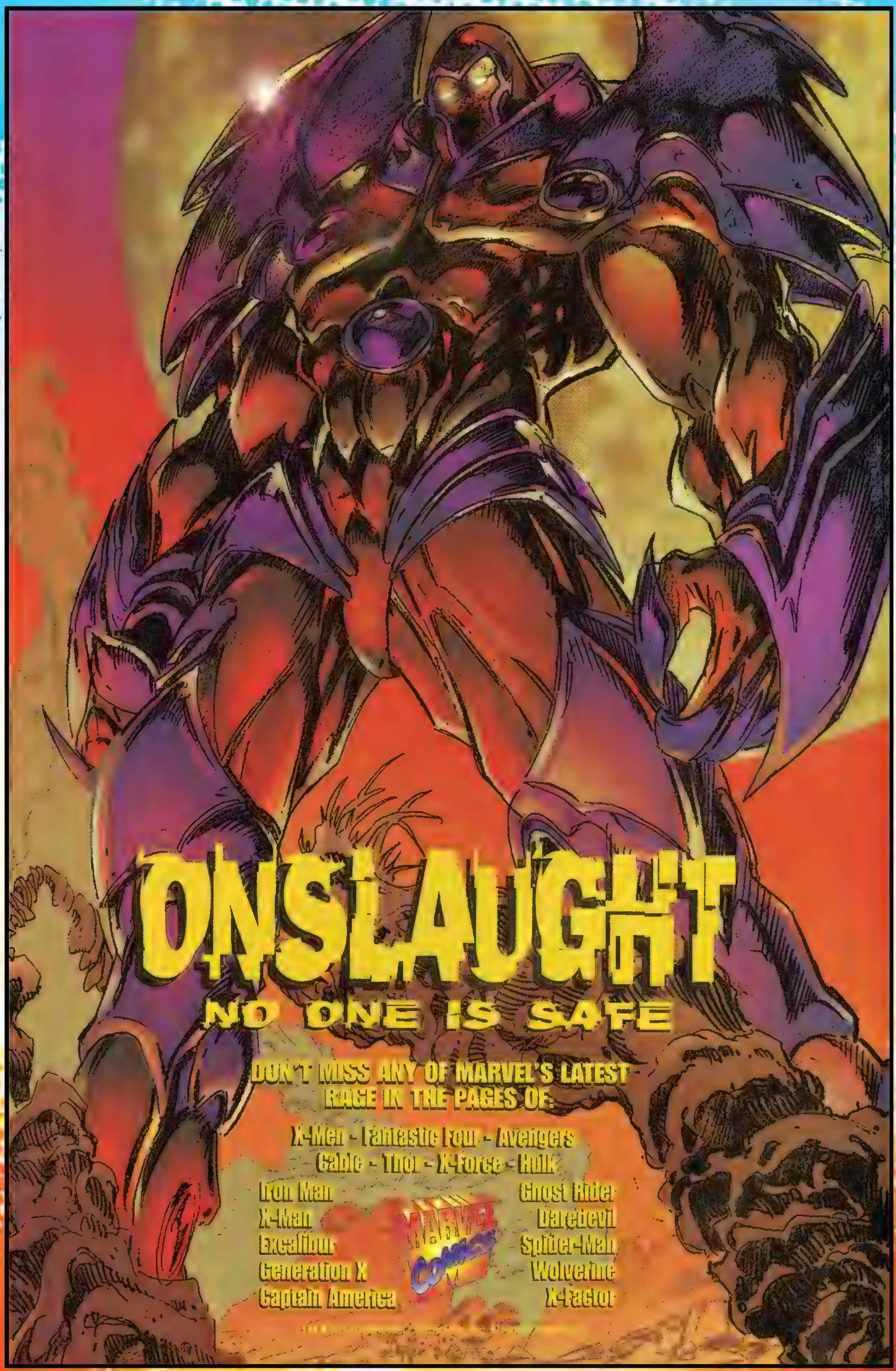
No One Is Safe...

Not The X-Men
Spider-Man
Hulk
Avengers
Fantastic Four
Mutants
Heroes
No One.

ONSLAUGHT!

MARVEL COMICS

House ad by Andy Kubert



Onslaught poster by John K. Snyder III

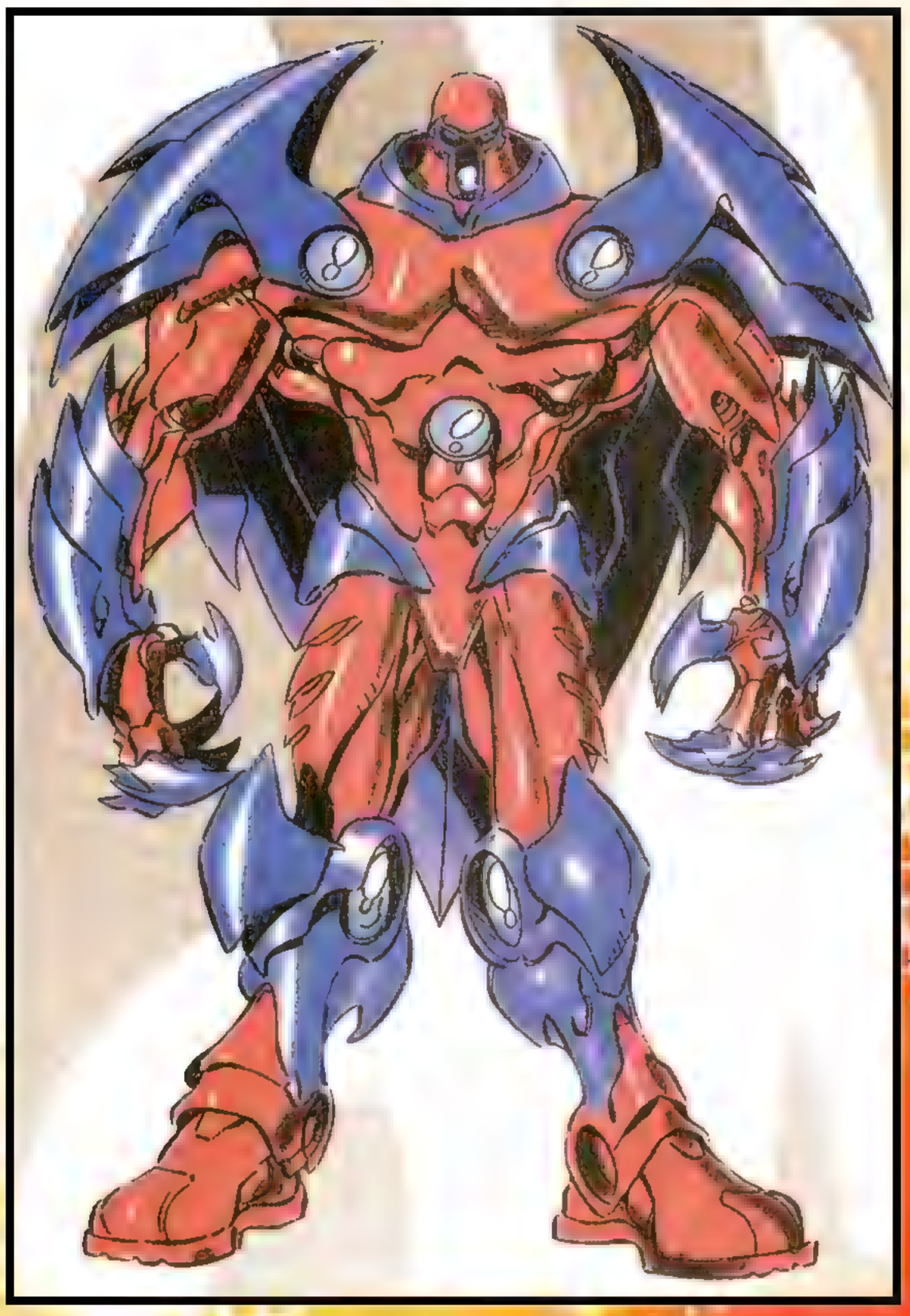
Onslaught poster by Ian Churchill & Scott Hanna

Fantastic Four #415 unused cover by Carlos Pacheco & Bob Wiacek

X-Man #16 unused cover by Steve Skroce & Bud LaRosa

X-Man unused art by Bryan Hitch

Onslaught sketch from August 1996 Bullpen Bulletins

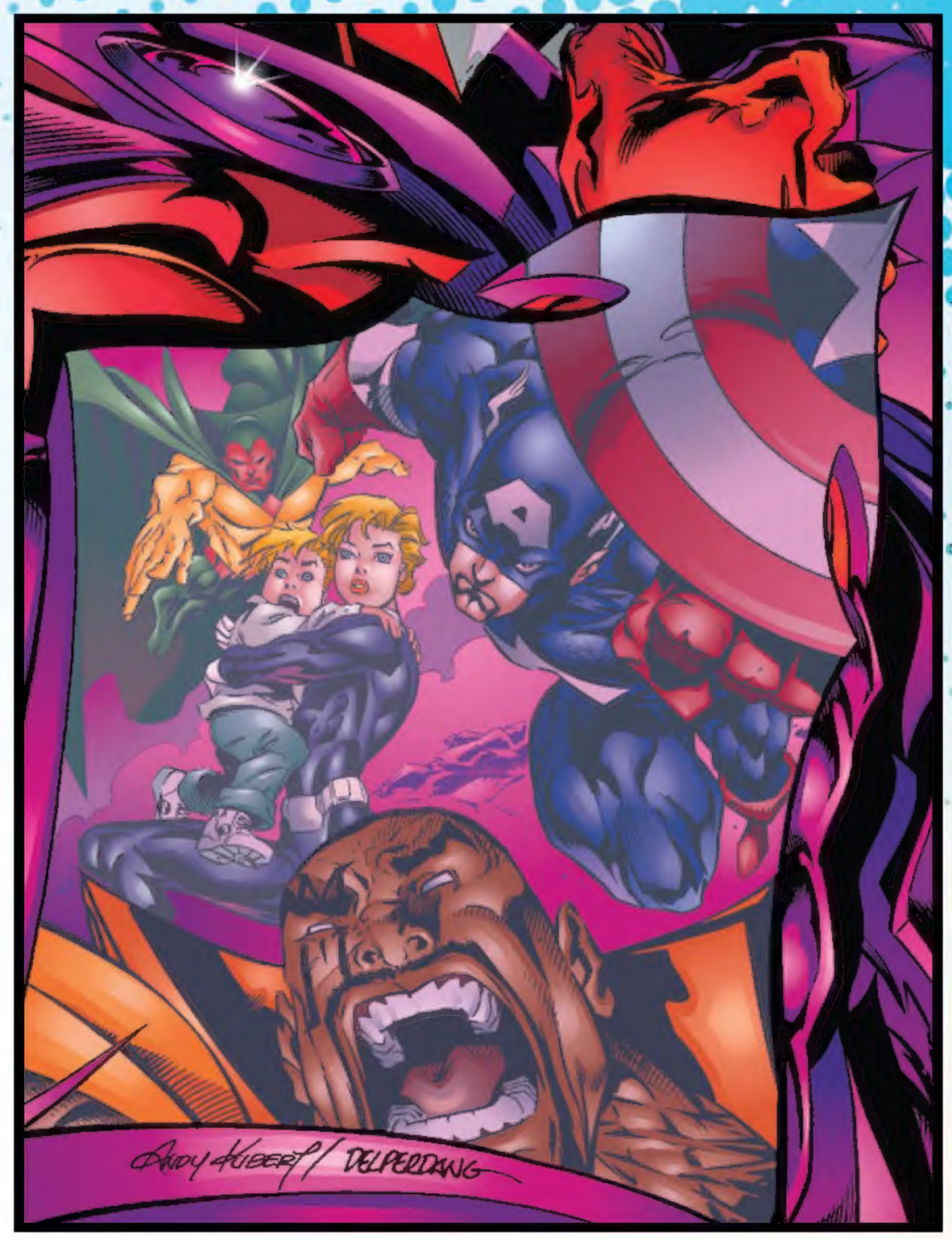


The Onslaught event was collected in a six-volume TPB set in 1996. Each cover used the same Onslaught background, with different heroes reflected in the villain's armor.

***Onslaught Vol. 1: The Awakening TPB* cover art by Andy Kubert & Jesse Delperdang**

Onslaught Vol. 2: To the Victor... TPB

Onslaught Vol. 3: Comrades in Arms TPB



Onslaught Vol. 4: Eye of the Storm TPB

Onslaught Vol. 5: The Front Line TPB

Cover inset art by Andy Kubert & Jesse Delperdang

Onslaught Vol. 6: Pyrrhic Victory TPB **cover inset art by Andy Kubert & Jesse Delperdang**

Spider-Man: The Complete Ben Reilly Epic Book 5 TPB **back-cover art by John Romita Jr., Al Williamson & Tom Smith**

Fantastic Four Epic Collection: Strange Days TPB **cover art by Carlos Pacheco, Bob Wiacek & Veronica Gandini**

When Onslaught arises, will Earth's Mightiest Heroes sacrifice themselves to save the world?

Onslaught is here! The fury of Magneto plus the psionic might of Charles Xavier equal very bad news for the Marvel Universe! Now, discover how this mental monster came to be — and the full extent of the havoc he wreaked on the X-Men, the Avengers and pretty much everybody else! As the truth slowly dawns about the nature of the evil they face, how much are Marvel's greatest heroes prepared to sacrifice to save the world?

Collecting *Cable (1993) #32-36*, *Uncanny X-Men (1981) #333-337*, *X-Force (1991) #55* and *#57-58*, *X-Man #15-19*, *X-Men (1991) #53-57*, *X-Men Unlimited (1993) #11*, *Onslaught: X-Men*, *Avengers (1963) #401-402*, *Fantastic Four (1961) #415*, *Incredible Hulk (1968) #444-445*, *Wolverine (1988) #104-105*, *X-Factor (1986) #125-126*, *Amazing Spider-Man (1963) #415*, *Green Goblin #12*, *Spider-Man (1990) #72*, *Iron Man (1968) #332*, *Punisher (1995) #11*, *Thor (1966) #502*, *Onslaught: Marvel Universe*, *X-Men Annual '96*, *Onslaught: Epilogue*, *X-Men: Road to Onslaught*, and material from *Excalibur (1988) #100* and *Fantastic Four (1961) #416*.

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